

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-K**

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended **October 1, 2016**

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_



**001-14704**  
(Commission File Number)

**TYSON FOODS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**2200 West Don Tyson Parkway, Springdale, Arkansas**  
(Address of principal executive offices)

**Registrant's telephone number, including area code:**

Securities Registered Pursuant to Section 12(b) of the Act:

**Title of Each Class**

Class A Common Stock, Par Value \$0.10

**Name of Each Exchange on Which Registered**

New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: Not Applicable

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

On April 2, 2016 , the aggregate market value of the registrant’s Class A Common Stock, \$0.10 par value (Class A stock), and Class B Common Stock, \$0.10 par value (Class B stock), held by non-affiliates of the registrant was \$20,012,635,241 and \$732,308 , respectively. Class B stock is not publicly listed for trade on any exchange or market system. However, Class B stock is convertible into Class A stock on a share-for-share basis, so the market value was calculated based on the market price of Class A stock.

On October 29, 2016 , there were 290,558,412 shares of Class A stock and 70,010,755 shares of Class B stock outstanding.

## INCORPORATION BY REFERENCE

Portions of the registrant’s definitive Proxy Statement for the registrant’s Annual Meeting of Shareholders to be held February 9, 2017 , are incorporated by reference into Part III of this Annual Report on Form 10-K.

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## PART I

### ITEM 1. BUSINESS

#### GENERAL

Founded in 1935, Tyson Foods, Inc. and its subsidiaries (collectively, “Company,” “we,” “us” or “our”) is one of the world's largest food companies with leading brands such as Tyson®, Jimmy Dean®, Hillshire Farm®, Sara Lee®, Ball Park®, Wright®, Aidells® and State Fair®. We are a recognized market leader in chicken, beef and pork as well as prepared foods, including bacon, breakfast sausage, turkey, lunchmeat, hot dogs, pizza crusts and toppings, tortillas and desserts. Our operations are conducted in four reportable segments: Chicken, Beef, Pork and Prepared Foods. Some of the key factors influencing our business are customer demand for our products; the ability to maintain and grow relationships with customers and introduce new and innovative products to the marketplace; accessibility of international markets; market prices for our products; the cost and availability of live cattle and hogs, raw materials, grain and feed ingredients; and operating efficiencies of our facilities.

We operate a fully vertically integrated chicken production process. Our integrated operations consist of breeding stock, contract growers, feed production, processing, further-processing, marketing and transportation of chicken and related allied products, including animal and pet food ingredients. Through our wholly-owned subsidiary, Cobb-Vantress, Inc., we are one of the leading poultry breeding stock suppliers in the world. Investing in breeding stock research and development allows us to breed into our flocks the characteristics found to be most desirable.

We also process live fed cattle and hogs and fabricate dressed beef and pork carcasses into primal and sub-primal meat cuts, case ready beef and pork and fully-cooked meats. In addition, we derive value from allied products such as hides and variety meats sold to further processors and others.

We produce a wide range of fresh, value-added, frozen and refrigerated food products. Our products are marketed and sold primarily by our sales staff to grocery retailers, grocery wholesalers, meat distributors, warehouse club stores, military commissaries, industrial food processing companies, chain restaurants or their distributors, live markets, international export companies and domestic distributors who serve restaurants, foodservice operations such as plant and school cafeterias, convenience stores, hospitals and other vendors. Additionally, sales to the military and a portion of sales to international markets are made through independent brokers and trading companies.

On August 28, 2014, we acquired and consolidated The Hillshire Brands Company (“Hillshire Brands”), a manufacturer and marketer of branded, convenient foods. Hillshire Brands' results of operations are included in the Prepared Foods segment. For further description of this transaction, refer to Part II, Item 8, Notes to Consolidated Financial Statements, Note 3: Acquisitions and Dispositions.

#### FINANCIAL INFORMATION OF SEGMENTS

We operate in four reportable segments: Chicken, Beef, Pork and Prepared Foods. Other primarily includes our foreign chicken production operations in China and India and third-party merger and integration costs. The contribution of each segment to net sales and operating income (loss), and the identifiable assets attributable to each segment, are set forth in Part II, Item 8, Notes to Consolidated Financial Statements, Note 16: Segment Reporting.

#### DESCRIPTION OF SEGMENTS

**Chicken:** Chicken includes our domestic operations related to raising and processing live chickens into, and purchasing raw materials for, fresh, frozen and value-added chicken products, as well as sales from allied products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes logistics operations to move products through our domestic supply chain and the global operations of our chicken breeding stock subsidiary.

**Beef:** Beef includes our operations related to processing live fed cattle and fabricating dressed beef carcasses into primal and sub-primal meat cuts and case-ready products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes sales from allied products such as hides and variety meats, as well as logistics operations to move products through the supply chain.

**Pork:** Pork includes our operations related to processing live market hogs and fabricating pork carcasses into primal and sub-primal cuts and case-ready products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes our live swine group, related allied product processing activities and logistics operations to move products through the supply chain.

**Prepared Foods:** Prepared Foods includes our operations related to manufacturing and marketing frozen and refrigerated food products and logistics operations to move products through the supply chain. This segment includes brands such as Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, State Fair®, Van's®, Sara Lee® and Chef Pierre®, as well as artisanal brands Aidells®, Gallo Salame®, and Golden Island®. Products primarily include pepperoni, bacon, breakfast sausage, turkey, lunchmeat, hot dogs, pizza crusts and toppings, flour and corn tortilla products, desserts, appetizers, snacks, prepared meals, ethnic foods, soups, sauces, side dishes, meat dishes, breadsticks and processed meats. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets.

## **RAW MATERIALS AND SOURCES OF SUPPLY**

**Chicken:** The primary raw materials used in our domestic chicken operations are corn and soybean meal used as feed and live chickens raised primarily by independent contract growers. Our vertically-integrated chicken process begins with the grandparent breeder flocks and ends with broilers for processing. Breeder flocks (i.e., grandparents) are raised to maturity in grandparent growing and laying farms where fertile eggs are produced. Fertile eggs are incubated at the grandparent hatchery and produce pullets (i.e., parents). Pullets are sent to breeder houses, and the resulting eggs are sent to our hatcheries. Once chicks have hatched, they are sent to broiler farms. There, contract growers care for and raise the chicks according to our standards, with advice from our technical service personnel, until the broilers reach the desired processing weight. Adult chickens are transported to processing plants where they are slaughtered and converted into finished products, which are then sent to distribution centers and delivered to customers.

We operate feed mills to produce scientifically-formulated feeds. In fiscal 2016, corn, soybean meal and other feed ingredients were major production costs, representing roughly 57% of our cost of growing a live chicken domestically. In addition to feed ingredients to grow the chickens, we use cooking ingredients, packaging materials and cryogenic agents. We believe our sources of supply for these materials are adequate for our present needs, and we do not anticipate any difficulty in acquiring these materials in the future. While we produce nearly all our inventory of breeder chickens and live broilers, we also purchase ice-packed or deboned chicken to meet production and sales requirements.

**Beef:** The primary raw materials used in our beef operations are live cattle. We do not have facilities of our own to raise cattle but employ cattle buyers located throughout cattle producing areas who visit independent feed yards and public auctions and buy live cattle on the open spot market. These buyers are trained to select high quality animals, and we continually measure their performance. We also enter into various risk-sharing and procurement arrangements with producers to secure a supply of livestock for our facilities. Although we generally expect adequate supply of live cattle in the regions we operate, there may be periods of imbalance in supply and demand.

**Pork:** The primary raw materials used in our pork operations are live hogs. The majority of our live hog supply is obtained through various procurement relationships with independent producers. We employ hog buyers who make purchase agreements of various time durations as well as purchase hogs on a daily basis, generally a few days before the animals are processed. These buyers are trained to select high quality animals, and we continually measure their performance. We believe the supply of live hogs is adequate for our present needs. Additionally, we raise a small number of weanling swine to sell to independent finishers and supply a minimal amount of market hogs and live swine for our own processing needs.

**Prepared Foods:** The primary raw materials used in our prepared foods operations are commodity based raw materials, including chicken, beef, pork, turkey, corn, flour, vegetables and other cooking ingredients. Some of these raw materials are provided by our other segments, while others may be purchased from numerous suppliers and manufacturers. We believe the sources of supply of raw materials are adequate for our present needs.

## **SEASONAL DEMAND**

Demand for chicken, beef, and certain prepared foods products, such as hot dogs and smoked sausage, generally increases during the spring and summer months and generally decreases during the winter months. Pork and certain other prepared foods products, such as prepared meals, meat dishes, appetizers, frozen pies and breakfast sausage, generally experience increased demand during the winter months, primarily due to the holiday season, while demand generally decreases during the spring and summer months.

## **CUSTOMERS**

Wal-Mart Stores, Inc. accounted for 17.5% of our fiscal 2016 consolidated sales. Sales to Wal-Mart Stores, Inc. were included in all of our segments. Any extended discontinuance of sales to this customer could, if not replaced, have a material impact on our operations. No other single customer or customer group represented more than 10% of fiscal 2016 consolidated sales.

## **COMPETITION**

Our food products compete with those of other food producers and processors and certain prepared food manufacturers. Additionally, our food products compete in markets around the world.

We seek to achieve a leading market position for our products via our principal marketing and competitive strategy, which includes:

- identifying target markets for value-added products;
- concentrating production, sales and marketing efforts to appeal to and enhance demand from those markets; and
- utilizing our national distribution systems and customer support services.

Past efforts indicate customer demand can be increased and sustained through application of our marketing strategy, as supported by our distribution systems. The principal competitive elements are price, product safety and quality, brand identification, innovation, breadth and depth of product offerings, availability of products, customer service and credit terms.

## **FOREIGN OPERATIONS**

We sold products in approximately 115 countries in fiscal 2016. Major sales markets include Canada, Central America, China, the European Union, Japan, Mexico, the Middle East, South Korea and Taiwan.

We have the following foreign operations:

- Cobb-Vantress, a chicken breeding stock subsidiary, has business interests in Argentina, Brazil, China, the Dominican Republic, India, Japan, the Netherlands, New Zealand, the Philippines, Russia, Spain, Turkey, the United Kingdom and Venezuela.
- Tyson Rizhao, located in Rizhao, China, is a vertically-integrated chicken production operation.
- Tyson Dalong, a joint venture in China in which we have a majority interest, is a chicken further-processing facility.
- Tyson Nantong, located in Nantong, China, is a vertically-integrated chicken production operation.
- Godrej Tyson Foods, a joint venture in India in which we have a majority interest, is primarily a chicken processing business.
- Tyson Mexico Trading Company, a Mexican subsidiary, sells chicken products primarily through co-packer arrangements.

We continue to evaluate growth opportunities in foreign countries. Additional information regarding export sales and long-lived assets located in foreign countries is set forth in Part II, Item 8, Notes to Consolidated Financial Statements, Note 16: Segment Reporting.

## **RESEARCH AND DEVELOPMENT**

We conduct continuous research and development activities to improve product development, to automate manual processes in our processing plants and growout operations, and to improve chicken breeding stock. With regards to our food products we have two research and development locations, our Discovery Center in Springdale, Arkansas, and another center located in Downers Grove, Illinois. The centers include over 80,000 square feet of United States Department of Agriculture (USDA) pilot plant space, two consumer sensory and focus group areas, a packaging lab and 25 research kitchens. The centers enable us to bring new market-leading retail and foodservice products to the customer quickly and efficiently. Research and development costs totaled \$96 million, \$75 million, and \$52 million in fiscal 2016, 2015 and 2014, respectively.

## **ENVIRONMENTAL REGULATION AND FOOD SAFETY**

Our facilities for processing chicken, beef, pork, turkey and prepared foods, milling feed and housing live chickens and swine are subject to a variety of international, federal, state and local environmental laws and regulations, which include provisions relating to the discharge of materials into the environment and generally provide for protection of the environment. We believe we are in substantial compliance with such applicable laws and regulations and are not aware of any violations of such laws and regulations likely to result in material penalties or material increases in compliance costs. The cost of compliance with such laws and regulations has not had a material adverse effect on our capital expenditures, earnings or competitive position, and except as described below, is not anticipated to have a material adverse effect in the future.

Congress, the United States Environmental Protection Agency and some states continue to consider various options to control greenhouse gas emissions. It is unclear at this time what options, if any, will be finalized, and whether such options would have a direct impact on the Company. Due to continuing uncertainty surrounding this issue, it is premature to speculate on the specific nature of impacts that imposition of greenhouse gas emission controls would have on us and whether such impacts would have a material adverse effect.

We work to ensure our products meet high standards of food safety and quality. In addition to our own internal Food Safety and Quality Assurance oversight and review, our chicken, beef, pork and prepared foods products are subject to inspection prior to distribution, primarily by the USDA and the United States Food and Drug Administration. We are also participants in the United States Hazard Analysis Critical Control Point program and are subject to the Sanitation Standard Operating Procedures and the Public Health Security and Bioterrorism Preparedness and Response Act of 2002. Additionally, our foreign operations are subject to various other food safety and quality assurance oversight and review.

#### **EMPLOYEES AND LABOR RELATIONS**

As of October 1, 2016, we employed approximately 114,000 employees. Approximately 108,000 employees were employed in the United States and 6,000 employees were employed in foreign countries, primarily in China. Approximately 29,000 employees in the United States were subject to collective bargaining agreements with various labor unions, with approximately 43% of those employees at locations either under negotiation for contract renewal or included under agreements expiring in fiscal 2017. The remaining agreements expire over the next several years. Approximately 4,000 employees in foreign countries were subject to collective bargaining agreements. We believe our overall relations with our workforce are good.

#### **MARKETING AND DISTRIBUTION**

Our principal marketing objective is to be the preferred provider of chicken, beef, pork and prepared foods products for our customers and consumers. We build the Tyson®, Jimmy Dean®, Hillshire Farm®, Sara Lee®, Ball Park®, Wright®, Aidells® and State Fair® brands while supporting strong regional and emerging brands primarily through well-defined, product-specific advertising, marketing, and public relations efforts focused toward key consumer targets with specific needs. We identify growth and business opportunities through consumer and customer insights derived via leading research and analytic capabilities. We utilize our national distribution system and customer support services to achieve the leading market position for our products and brands.

We have the ability to produce and ship fresh, frozen and refrigerated products worldwide. Domestically, our distribution system extends to a broad network of food distributors and is supported by our owned or leased cold storage warehouses, public cold storage facilities and our transportation system. Our distribution centers accumulate fresh and frozen products so we can fill and consolidate partial-truckload orders into full truckloads, thereby decreasing shipping costs while increasing customer service. In addition, we provide our customers a wide selection of products that do not require large volume orders. Our distribution system enables us to supply large or small quantities of products to meet customer requirements anywhere in the continental United States. Internationally, we utilize both rail and truck refrigerated transportation to domestic ports, where consolidations take place to transport to foreign destinations.

#### **PATENTS AND TRADEMARKS**

We have filed a number of patents relating to our processes and products that either have been approved or are in the process of review. Because we do a significant amount of brand name and product line advertising to promote our products, we consider the protection of our trademarks to be important to our marketing efforts and have registered and applied for the registration of a number of trademarks. We also have developed non-public proprietary information regarding our production processes and other product-related matters. We utilize internal procedures and safeguards to protect the confidentiality of such information and, where appropriate, seek patent and/or other protection for the technology we utilize.

#### **INDUSTRY PRACTICES**

Our agreements with customers are generally short-term, primarily due to the nature of our products, industry practices and fluctuations in supply, demand and price for such products. In certain instances where we are selling further processed products to large customers, we may enter into written agreements whereby we will act as the exclusive or preferred supplier to the customer, with pricing terms that are either fixed or variable.

#### **AVAILABILITY OF SEC FILINGS AND CORPORATE GOVERNANCE DOCUMENTS ON INTERNET WEBSITE**

We maintain an internet website for investors at <http://ir.tyson.com>. On this website, we make available, free of charge, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, XBRL (eXtensible Business Reporting Language) reports, and all amendments to any of those reports, as soon as reasonably practicable after we electronically file such reports with, or furnish to, the Securities and Exchange Commission. Also available on the website for investors are the Corporate Governance Principles, Audit Committee charter, Compensation and Leadership Development Committee charter, Governance and Nominating Committee charter, Strategy and Acquisitions Committee charter, Code of Conduct and Whistleblower Policy. Our corporate governance documents are available in print, free of charge to any shareholder who requests them.

**CAUTIONARY STATEMENTS RELEVANT TO FORWARD-LOOKING INFORMATION FOR THE PURPOSE OF “SAFE HARBOR”  
PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

Certain information in this report constitutes forward-looking statements. Such forward-looking statements include, but are not limited to, current views and estimates of our outlook for fiscal 2017, other future economic circumstances, industry conditions in domestic and international markets, our performance and financial results (e.g., debt levels, return on invested capital, value-added product growth, capital expenditures, tax rates, access to foreign markets and dividend policy). These forward-looking statements are subject to a number of factors and uncertainties that could cause our actual results and experiences to differ materially from anticipated results and expectations expressed in such forward-looking statements. We wish to caution readers not to place undue reliance on any forward-looking statements, which speak only as of the date made. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Among the factors that may cause actual results and experiences to differ from anticipated results and expectations expressed in such forward-looking statements are the following: (i) the effect of, or changes in, general economic conditions; (ii) fluctuations in the cost and availability of inputs and raw materials, such as live cattle, live swine, feed grains (including corn and soybean meal) and energy; (iii) market conditions for finished products, including competition from other global and domestic food processors, supply and pricing of competing products and alternative proteins and demand for alternative proteins; (iv) successful rationalization of existing facilities and operating efficiencies of the facilities; (v) risks associated with our commodity purchasing activities; (vi) access to foreign markets together with foreign economic conditions, including currency fluctuations, import/export restrictions and foreign politics; (vii) outbreak of a livestock disease (such as avian influenza (AI) or bovine spongiform encephalopathy (BSE)), which could have an adverse effect on livestock we own, the availability of livestock we purchase, consumer perception of certain protein products or our ability to access certain domestic and foreign markets; (viii) changes in availability and relative costs of labor and contract growers and our ability to maintain good relationships with employees, labor unions, contract growers and independent producers providing us livestock; (ix) issues related to food safety, including costs resulting from product recalls, regulatory compliance and any related claims or litigation; (x) changes in consumer preference and diets and our ability to identify and react to consumer trends; (xi) significant marketing plan changes by large customers or loss of one or more large customers; (xii) adverse results from litigation; (xiii) impacts on our operations caused by factors and forces beyond our control, such as natural disasters, fire, bioterrorism, pandemics or extreme weather; (xiv) risks associated with leverage, including cost increases due to rising interest rates or changes in debt ratings or outlook; (xv) compliance with and changes to regulations and laws (both domestic and foreign), including changes in accounting standards, tax laws, environmental laws, agricultural laws and occupational, health and safety laws; (xvi) our ability to make effective acquisitions or joint ventures and successfully integrate newly acquired businesses into existing operations; (xvii) cyber incidents, security breaches or other disruptions of our information technology systems; (xviii) effectiveness of advertising and marketing programs; and (xix) those factors listed under Item 1A. “Risk Factors.”

**ITEM 1A. RISK FACTORS**

These risks, which should be considered carefully with the information provided elsewhere in this report, could materially adversely affect our business, financial condition or results of operations. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or results of operations.

**The integration of The Hillshire Brands Company may be more difficult, costly or time consuming than expected, and the acquisition may not result in any or all of the anticipated benefits, including cost synergies .**

The success of the acquisition of Hillshire Brands, including the realization of the anticipated benefits, will depend in part on our ability to successfully integrate Hillshire Brands’ businesses in an efficient and effective manner. We may not be able to accomplish this integration process smoothly or successfully. The necessity of coordinating geographically separated organizations, systems and facilities and addressing possible differences in business backgrounds, corporate cultures and management philosophies may increase the difficulties of integration. Failure to effectively integrate the businesses could adversely impact the expected benefits of the acquisition, including cost synergies stemming from supply chain efficiencies, merchandising activities and overlapping general and administrative functions.

The integration of two large companies is complex, and we will be required to devote significant management attention and incur substantial costs to integrate Hillshire Brands’ and Tyson’s business practices, policies, cultures and operations. This diversion of our management’s attention from day-to-day business operations and the execution and pursuit of strategic plans and initiatives could result in performance shortfalls, which could adversely impact the combined company’s business, operations and financial results. The integration process could also result in the loss of key employees, which could adversely impact the combined company’s future financial results.

Furthermore, during the integration planning process, we may encounter additional challenges and difficulties, including those related to, without limitation, managing a larger combined company; streamlining supply chains, consolidating corporate and administrative infrastructures and eliminating overlapping operations; retaining our existing vendors and customers; unanticipated issues in integrating information technology, communications and other systems; and unforeseen and unexpected liabilities related to the acquisition of Hillshire Brands’ business. Delays encountered in the integration could adversely impact the business, financial condition and operations of the combined company.

We continue to evaluate our estimates of synergies to be realized from the Hillshire Brands acquisition and refine them. Our actual cost savings could differ materially from our current estimates. Actual cost savings, the costs required to realize the cost savings and the source of the cost savings could differ materially from our estimates, and we cannot assure you that we will achieve the full amount of cost savings on the schedule anticipated or at all or that these cost savings programs will not have other adverse effects on our business. In light of these uncertainties, you should not place undue reliance on our estimated cost savings.

Finally, we may not be able to achieve the targeted operating or long-term strategic benefits of the Hillshire Brands acquisition or could incur higher transition costs. An inability to realize the full extent of, or any of, the anticipated benefits of the Hillshire Brands acquisition, as well as any delays encountered in the integration process, could have an adverse effect on our business, results of operations and financial condition.

**Fluctuations in commodity prices and in the availability of raw materials, especially feed grains, live cattle, live swine and other inputs could negatively impact our earnings.**

Our results of operations and financial condition, as well as the selling prices for our products, are dependent upon the cost and supply of commodities and raw materials such as pork, beef, poultry, corn, soybean, packaging materials and energy and, to a lesser extent, cheese, fruit, seasoning blends, flour, corn syrup, corn oils, butter and sugar. Corn, soybean meal and other feed ingredients, for instance, represented roughly 57% of our cost of growing a live chicken in fiscal 2016. Production and pricing of these commodities are determined by constantly changing market forces of supply and demand over which we have limited or no control. Such factors include, among other things, weather patterns throughout the world, outbreaks of disease, the global level of supply inventories and demand for grains and other feed ingredients, as well as agricultural and energy policies of domestic and foreign governments.

Volatility in our commodity and raw material costs directly impact our gross margin and profitability. The Company's objective is to offset commodity price increases with pricing actions over time. However, we may not be able to increase our product prices enough to sufficiently offset increased raw material costs due to consumer price sensitivity or the pricing postures of our competitors. In addition, if we increase prices to offset higher costs, we could experience lower demand for our products and sales volumes. Conversely, decreases in our commodity and other input costs may create pressure on us to decrease our prices. While we use derivative financial instruments, primarily futures and options, to reduce the effect of changing prices and as a mechanism to procure the underlying commodity, we do not fully hedge against changes in commodities prices.

Over time, if we are unable to price our products to cover increased costs, to offset operating cost increases with continuous improvement savings or are not successful in our commodity hedging program, then commodity and raw material price volatility or increases could materially and adversely affect our profitability, financial condition and results of operations.

**The prices we receive for our products may fluctuate due to competition from other food producers and processors.**

The food industry in general is intensely competitive. We face competition from other food producers and processors that have various product ranges and geographic reach. Some of the factors on which we compete include: pricing, product safety and quality, brand identification, innovation, breadth and depth of product offerings, availability of our products and competing products, customer service, and credit terms.

From time to time in response to these competitive pressures or to maintain market share, we may need to reduce the prices for some of our products or increase or reallocate spending on marketing, advertising and promotions and new product innovation. Such pressures also may restrict our ability to increase prices in response to raw material and other cost increases. Any reduction in prices as a result of competitive pressures, or any failure to increase prices to offset cost increases, could harm our profit margins. If we reduce prices but we cannot increase sales volumes to offset the price changes, then our financial condition and results of operations will suffer. Alternatively, if we do not reduce our prices and our competitors seek advantage through pricing or promotional changes, our revenues and market share would be adversely affected.

**Outbreaks of livestock diseases can adversely impact our ability to conduct our operations and demand for our products.**

Demand for our products can be adversely impacted by outbreaks of livestock diseases, which can have a significant impact on our financial results. Efforts are taken to control disease risks by adherence to good production practices and extensive precautionary measures designed to ensure the health of livestock. However, outbreaks of disease and other events, which may be beyond our control, either in our own livestock or livestock owned by independent producers who sell livestock to us, could significantly affect demand for our products, consumer perceptions of certain protein products, the availability of livestock for purchase by us and our ability to conduct our operations. Moreover, the outbreak of livestock diseases, particularly in our Chicken segment, could have a significant effect on the livestock we own by requiring us to, among other things, destroy any affected livestock. Furthermore, an outbreak of disease could result in governmental restrictions on the import and export of our products to or from our suppliers, facilities or customers. This could also result in negative publicity that may have an adverse effect on our ability to market our products successfully and on our financial results.



**We are subject to risks associated with our international activities, which could negatively affect our sales to customers in foreign countries, as well as our operations and assets in such countries.**

In fiscal 2016, we sold products to approximately 115 countries. Major sales markets include Canada, Central America, China, the European Union, Japan, Mexico, the Middle East, South Korea and Taiwan. Our sales to customers in foreign countries for fiscal 2016 totaled \$4.1 billion, of which \$3.5 billion related to export sales from the United States. In addition, we had approximately \$204 million of long-lived assets located in foreign countries, primarily Brazil, China, and India, at the end of fiscal 2016.

As a result, we are subject to various risks and uncertainties relating to international sales and operations, including:

- imposition of tariffs, quotas, trade barriers and other trade protection measures imposed by foreign countries regarding the importation of poultry, beef, pork and prepared foods products, in addition to import or export licensing requirements imposed by various foreign countries;
- closing of borders by foreign countries to the import of poultry, beef and pork products due to animal disease or other perceived health or safety issues;
- impact of currency exchange rate fluctuations between the United States dollar and foreign currencies, particularly the Brazilian real, the British pound sterling, the Canadian dollar, the Chinese renminbi, the European euro, the Japanese yen and the Mexican peso;
- political and economic conditions;
- difficulties and costs to comply with, and enforcement of remedies under, a wide variety of complex domestic and international laws, treaties and regulations, including, without limitation, the United States Foreign Corrupt Practices Act and economic and trade sanctions enforced by the United States Department of the Treasury's Office of Foreign Assets Control;
- different regulatory structures and unexpected changes in regulatory environments;
- tax rates that may exceed those in the United States and earnings that may be subject to withholding requirements and incremental taxes upon repatriation;
- potentially negative consequences from changes in tax laws; and
- distribution costs, disruptions in shipping or reduced availability of freight transportation.

Negative consequences relating to these risks and uncertainties could jeopardize or limit our ability to transact business in one or more of those markets where we operate or in other developing markets and could adversely affect our financial results.

**We depend on the availability of, and good relations with, our employees.**

We have approximately 114,000 employees, approximately 33,000 of whom are covered by collective bargaining agreements or are members of labor unions. Our operations depend on the availability and relative costs of labor and maintaining good relations with employees and the labor unions. If we fail to maintain good relations with our employees or with the labor unions, we may experience labor strikes or work stoppages, which could adversely affect our financial results.

**If we are unable to attract, hire or retain key employees or a highly skilled and diverse global workforce, it could have a negative impact on our business, financial condition or results of operations.**

Our continued growth requires us to attract, hire, retain and develop key employees, including our executive officers and senior management team, and maintain a highly skilled and diverse global workforce. We compete to attract and hire highly skilled employees and our own employees are highly sought after by our competitors and other companies. Competition could cause us to lose talented employees, and unplanned turnover could deplete our institutional knowledge and result in increased costs due to increased competition for employees.

**We depend on contract growers and independent producers to supply us with livestock.**

We contract primarily with independent contract growers to raise the live chickens and turkeys processed in our poultry operations. A majority of our cattle and hogs are purchased from independent producers who sell livestock to us under marketing contracts or on the open market. If we do not attract and maintain contracts with growers or maintain marketing and purchasing relationships with independent producers, our production operations could be negatively affected.

**If our products become contaminated, we may be subject to product liability claims and product recalls.**

Our products may be subject to contamination by disease-producing organisms or pathogens, such as *Listeria monocytogenes*, *Salmonella* and *E. coli*. These organisms and pathogens are found generally in the environment and there is a risk that one or more, as a result of food processing, could be present in our products. These organisms and pathogens also can be introduced to our products as a result of improper handling at the further-processing, foodservice or consumer level. These risks may be controlled, but may not be eliminated, by adherence to good manufacturing practices and finished product testing. We have little, if any, control over handling procedures once our products have been shipped for distribution. Even an inadvertent shipment of contaminated products may be a violation of law and may lead to increased risk of exposure to product liability claims, increased scrutiny and penalties, including injunctive relief and plant closings, by federal and state regulatory agencies, and adverse publicity, which could exacerbate the associated negative consumer reaction. Any of these occurrences may have an adverse effect on our financial results.

In addition, we may be required to recall some of our products if they spoil, become contaminated, are tampered with or are mislabeled. A widespread product recall could result in significant losses due to the costs of a recall, the destruction of product inventory and lost sales due to the unavailability of product for a period of time. Such a product recall also could result in adverse publicity, damage to our reputation, and a loss of consumer confidence in our products, which could have a material adverse effect on our business results and the value of our brands.

**Changes in consumer preference and failure to maintain favorable consumer perception of our brands and products could negatively impact our business.**

The food industry in general is subject to changing consumer trends, demands and preferences. Trends within the food industry change often, and failure to identify and react to changes in these trends could lead to, among other things, reduced demand and price reductions for our brands and products. We strive to respond to consumer preferences and social expectations, but we may not be successful in our efforts.

We could be adversely affected if consumers lose confidence in the safety and quality of certain food products or ingredients, or the food safety system generally. Prolonged negative perceptions concerning the health implications of certain food products or ingredients or loss of confidence in the food safety system generally could influence consumer preferences and acceptance of some of our products and marketing programs. Continued negative perceptions and failure to satisfy consumer preferences could materially and adversely affect our product sales, financial condition and results of operations.

We have a number of iconic brands with significant value. Maintaining and continually enhancing the value of these brands is critical to the success of our business. Brand value is based in large part on consumer perceptions. Success in promoting and enhancing brand value depends in large part on our ability to provide high-quality products. Brand value could diminish significantly due to a number of factors, including consumer perception that we have acted in an irresponsible manner, adverse publicity about our products (whether or not valid), our failure to maintain the quality of our products, the failure of our products to deliver consistently positive consumer experiences or the products becoming unavailable to consumers.

**Failure to continually innovate and successfully launch new products and maintain our brand image through marketing investment could adversely impact our operating results.**

Our financial success is dependent on anticipating changes in consumer preferences and dietary habits and successfully developing and launching new products and product extensions that consumers want. We devote significant resources to new product development and product extensions, however we may not be successful in developing innovative new products or our new products may not be commercially successful. To the extent we are not able to effectively gauge the direction of our key markets and successfully identify, develop, manufacture and market new or improved products in these changing markets, our financial results and our competitive position will suffer. In addition, our introduction of new products or product extensions may generate litigation or other legal proceedings against us by competitors claiming infringement of their intellectual property or other rights, which could negatively impact our results of operations.

We also seek to maintain and extend the image of our brands through marketing investments, including advertising, consumer promotions and trade spend. Due to inherent risks in the marketplace associated with advertising, promotions and new product introductions, including uncertainties about trade and consumer acceptance, our marketing investments may not prove successful in maintaining or increasing our market share and could result in lower sales and profits. Continuing global focus on health and wellness, including weight management, and increasing media attention to the role of food marketing could adversely affect our brand image or lead to stricter regulations and greater scrutiny of food marketing practices.

Our success in maintaining, extending and expanding our brand image also depends on our ability to adapt to a rapidly changing media environment, including our increasing reliance on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands or our products on social or digital media could seriously damage our reputation and brand image.

We are subject to a variety of legal and regulatory restrictions on how and to whom we market our products, for instance marketing to children, which may limit our ability to maintain or extend our brand image. If we do not maintain or extend our brand image, then our product sales, financial condition and results of operations could be materially and adversely affected.

**Failure to leverage our brand value propositions to compete against private label products, especially during economic downturn, may adversely affect our profitability.**

In many product categories, we compete not only with other widely advertised branded products, but also with private label products that generally are sold at lower prices. Consumers are more likely to purchase our products if they believe that our products provide a higher quality and greater value than less expensive alternatives. If the difference in quality between our brands and private label products narrows, or if there is a perception of such a narrowing, consumers may choose not to buy our products at prices that are profitable for us. In addition, in periods of economic uncertainty, consumers tend to purchase more lower-priced private label or other economy brands. To the extent this occurs, we could experience a reduction in the sales volume of our higher margin products or a shift in our product mix to lower margin offerings. In addition, in times of economic uncertainty, consumers reduce the amount of food that they consume away from home at our foodservice customers, which in turn reduces our product sales.

**Our level of indebtedness and the terms of our indebtedness could negatively impact our business and liquidity position.**

Our indebtedness, including borrowings under our revolving credit facility, may increase from time to time for various reasons, including fluctuations in operating results, working capital needs, capital expenditures and possible acquisitions, joint ventures or other significant initiatives. Our consolidated indebtedness level could adversely affect our business because:

- it may limit or impair our ability to obtain financing in the future;
- our credit ratings (or any decrease to our credit ratings) could restrict or impede our ability to access capital markets at desired interest rates and increase our borrowing costs;
- it may reduce our flexibility to respond to changing business and economic conditions or to take advantage of business opportunities that may arise;
- a portion of our cash flow from operations must be dedicated to interest payments on our indebtedness and is not available for other purposes; and
- it may restrict our ability to pay dividends.

Our revolving credit and term loan facilities contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens and encumbrances; incur debt; merge, dissolve, liquidate or consolidate; make acquisitions and investments; dispose of or transfer assets; change the nature of our business; engage in certain transactions with affiliates; and enter into hedging transactions, in each case, subject to certain qualifications and exceptions. In addition, we are required to maintain minimum interest expense coverage and maximum debt to capitalization ratios.

Our senior notes also contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens; engage in certain sale/leaseback transactions; and engage in certain consolidations, mergers and sales of assets.

**An impairment in the carrying value of our goodwill or indefinite life intangible assets could negatively impact our consolidated results of operations and net worth.**

Goodwill and indefinite life intangible assets are initially recorded at fair value and not amortized, but are reviewed for impairment at least annually or more frequently if impairment indicators arise. In assessing the carrying value of goodwill and indefinite life intangible assets, we make estimates and assumptions about sales, operating margins, growth rates, royalty rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data. There are inherent uncertainties related to these factors and management's judgment in applying these factors. Goodwill valuations have been calculated principally using an income approach based on the present value of future cash flows of each reporting unit and are believed to reflect market participant views which would exist in an exit transaction. Indefinite life intangible asset valuations have been calculated principally using relief-from-royalty and excess earnings approaches and are believed to reflect market participant views which would exist in an exit transaction. Under these valuation approaches, we are required to make various judgmental assumptions about appropriate discount rates. Disruptions in global credit and other financial markets and deterioration of economic conditions, could, among other things, cause us to increase the discount rate used in the valuations. We could be required to evaluate the recoverability of goodwill and indefinite life intangible assets prior to the annual assessment if we experience disruptions to the business, unexpected significant declines in operating results, divestiture of a significant component of our business or sustained market capitalization declines. These types of events and the resulting analyses could result in impairment charges in the future, which could be substantial. As of October 1, 2016, we had \$ 10.7 billion of goodwill and indefinite life intangible assets, which represented approximately 48% of total assets.

**New or more stringent domestic and international government regulations could impose material costs on us and could adversely affect our business.**

Our operations are subject to extensive federal, state and foreign laws and regulations by authorities that oversee food safety standards and processing, packaging, storage, distribution, advertising, labeling and export of our products. See "Environmental Regulation and Food Safety" in Item 1 of this Annual Report on Form 10-K. Changes in laws or regulations that impose additional regulatory requirements on us could increase our cost of doing business or restrict our actions, causing our results of operations to be adversely affected. For example, increased governmental interest in advertising practices may result in regulations that could require us to change or restrict our advertising practices.

Increased government regulations to limit carbon dioxide and other greenhouse gas emissions as a result of concern over climate change may result in increased compliance costs, capital expenditures and other financial obligations for us. We use natural gas, diesel fuel and electricity in the manufacturing and distribution of our products. Legislation or regulation affecting these inputs could materially affect our profitability. In addition, climate change could affect our ability to procure needed commodities at costs and in quantities we currently experience and may require us to make additional unplanned capital expenditures.

**Legal claims, class action lawsuits, other regulatory enforcement actions, or failure to comply with applicable legal standards or requirements could affect our product sales, reputation and profitability.**

We operate in a highly regulated environment with constantly evolving legal and regulatory frameworks. Consequently, we are subject to heightened risk of legal claims or other regulatory enforcement actions. Although we have implemented policies and procedures designed to ensure compliance with existing laws and regulations, there can be no assurance that our employees, contractors, or agents will not violate our policies and procedures. Moreover, a failure to maintain effective control processes could lead to violations, unintentional or otherwise, of laws and regulations. Legal claims or regulatory enforcement actions arising out of our failure or alleged failure to comply with applicable laws and regulations, including those contained in Item 3, Legal Proceedings and Part II, Item 8, and Notes to Consolidated Financial Statements, Note 19: Commitments and Contingencies in this Annual Report on Form 10-K, could subject us to civil and criminal penalties, including debarment from governmental contracts that could materially and adversely affect our product sales, reputation, financial condition and results of operations. Loss of or failure to obtain necessary permits and registrations could delay or prevent us from meeting current product demand, introducing new products, building new facilities or acquiring new businesses and could adversely affect operating results.

**The Company is subject to stringent environmental regulation and potentially subject to environmental litigation, proceedings, and investigations.**

Our past and present business operations and ownership and operation of real property are subject to stringent federal, state, and local environmental laws and regulations pertaining to the discharge of materials into the environment, and the handling and disposition of wastes (including solid and hazardous wastes) or otherwise relating to protection of the environment. Compliance with these laws and regulations, and the ability to comply with any modifications to these laws and regulations, is material to our business. New matters or sites may be identified in the future that will require additional investigation, assessment, or expenditures. In addition, some of our facilities have been in operation for many years and, over time, we and other prior operators of these facilities may have generated and disposed of wastes that now may be considered hazardous. Future discovery of contamination of property underlying or in the vicinity of our present or former properties or manufacturing facilities and/or waste disposal sites could require us to incur additional expenses. The occurrence of any of these events, the implementation of new laws and regulations, or stricter interpretation of existing laws or regulations, could adversely affect our financial results.

**We are increasingly dependent on information technology, and our business and reputation could suffer if we are unable to protect our information technology systems against, or effectively respond to, cyber-attacks, other cyber incidents or security breaches or if our information technology systems are otherwise disrupted.**

Information technology is an important part of our business operations and we increasingly rely on information technology systems to manage business data and increase efficiencies in our production and distribution facilities and inventory management processes. We also use information technology to process financial information and results of operations for internal reporting purposes and to comply with regulatory, legal and tax requirements. In addition, we depend on information technology for digital marketing and electronic communications between our facilities, personnel, customers and suppliers. Like other companies, our information technology systems may be vulnerable to a variety of disruptions, including but not limited to the process of upgrading or replacing software, databases or components thereof, natural disasters, terrorist attacks, telecommunications failures, computer viruses, cyber-attacks, hackers, unauthorized access attempts and other security issues. Attempted cyber-attacks and other cyber incidents are occurring more frequently, are constantly evolving in nature, are becoming more sophisticated and are being made by groups and individuals with a wide range of motives and expertise.

We have implemented and continue to evaluate security initiatives and disaster recovery plans to mitigate our exposure to these risks, but these measures may not be adequate. Any significant failure of our systems, including failures that prevent our systems from functioning as intended or our failure to timely identify or appropriately respond to cyber-attacks or other cyber incidents, could cause transaction errors, processing inefficiencies, loss of customers and sales, have negative consequences on our employees and our business partners, have a negative impact on our operations or business reputation and expose us to liability, litigation and regulatory enforcement actions. In addition, if we are unable to prevent security breaches, we may suffer financial and reputational damage or penalties because of the unauthorized disclosure of confidential information belonging to us or to our business partners, customers, consumers or suppliers. Finally, the disclosure of non-public information through external media channels could lead to the loss of intellectual property or damage our reputation and brand image. Similar risks exist with respect to the third-party vendors that we rely upon for aspects of our information technology support services and administrative functions, including health and benefit plan administration and certain finance and accounting functions, and systems managed, hosted, provided and/or used by third parties and their vendors.

**If we pursue strategic acquisitions or divestitures, we may not be able to successfully consummate favorable transactions or successfully integrate acquired businesses.**

We periodically evaluate potential acquisitions, joint ventures and other initiatives, and may seek to expand our business through the acquisition of companies, processing plants, technologies, products and services. Acquisitions and joint ventures involve financial and operational risks and uncertainties, including:

- challenges in realizing the anticipated benefits of the transaction;
- difficulty integrating acquired businesses, technologies, operations and personnel with our existing business;
- diversion of management attention in connection with negotiating transactions and integrating the businesses acquired;
- difficulty identifying suitable candidates or consummating a transaction on terms that are favorable to us;
- challenges in retaining the acquired businesses' customers and key employees;
- inability to implement and maintain consistent standards, controls, procedures and information systems;
- exposure to unforeseen or undisclosed liabilities of acquired companies; and
- the availability and terms of additional debt or equity financing for any transaction.

We may not be able to address these risks and successfully develop these acquired companies or businesses into profitable units. If we are unable to do this, such expansion could adversely affect our financial results.

**Market fluctuations could negatively impact our operating results as we hedge certain transactions.**

Our business is exposed to fluctuating market conditions. We use derivative financial instruments to reduce our exposure to various market risks including changes in commodity prices, interest rates and foreign exchange rates. We hold certain positions, primarily in grain and livestock futures, that do not qualify as hedges for financial reporting purposes. These positions are marked to fair value, and the unrealized gains and losses are reported in earnings at each reporting date. Therefore, losses on these contracts will adversely affect our reported operating results. While these contracts reduce our exposure to changes in prices for commodity products, the use of such instruments may ultimately limit our ability to benefit from favorable commodity prices.

**Deterioration of economic conditions could negatively impact our business.**

Our business may be adversely affected by changes in economic conditions, including inflation, interest rates, access to capital markets, consumer spending rates, energy availability and costs (including fuel surcharges) and the effects of governmental initiatives to manage economic conditions. Any such changes could adversely affect the demand for our products, or the cost and availability of our needed raw materials, cooking ingredients and packaging materials, thereby negatively affecting our financial results.

Disruptions in global credit and other financial markets and deterioration of economic conditions could, among other things:

- make it more difficult or costly for us to obtain financing for our operations or investments or to refinance our debt in the future;
- cause our lenders to depart from prior credit industry practice and make more difficult or expensive the granting of any amendment of, or waivers under, our credit agreements to the extent we may seek them in the future;
- impair the financial condition of some of our customers and suppliers, thereby increasing customer bad debts or non-performance by suppliers;
- negatively impact global demand for protein products, which could result in a reduction of sales, operating income and cash flows;
- decrease the value of our investments in equity and debt securities, including our marketable debt securities, company-owned life insurance and pension and other postretirement plan assets;
- negatively impact our commodity purchasing activities if we are required to record losses related to derivative financial instruments; or
- impair the financial viability of our insurers.

**The loss of one or more of our largest customers could negatively impact our business.**

Our business could suffer significant setbacks in sales and operating income if our customers' plans and/or markets change significantly or if we lost one or more of our largest customers, including, for example, Wal-Mart Stores, Inc., which accounted for 17.5% of our sales in fiscal 2016. Our retail customers typically do not enter into written contracts, and if they do sign contracts, they generally are limited in scope and duration. There can be no assurance that significant customers will continue to purchase our products in the same mix or quantities or on the same terms as in the past. Many of our customers, such as supermarkets, warehouse clubs and food distributors, have consolidated in recent years, and consolidation is expected to continue throughout the United States and in other major markets. These consolidations have produced large, sophisticated customers with increased buying power who are more capable of operating with reduced inventories, opposing price increases, and demanding lower pricing, increased promotional programs and specifically tailored products. These customers also may use shelf space currently used for our products for their own private label products. Because of these trends, our volume growth could slow or we may need to lower prices or increase promotional spending for our products. The loss of a significant customer or a material reduction in sales to, or adverse change to trade terms with, a significant customer could materially and adversely affect our product sales, financial condition and results of operations.

**Extreme factors or forces beyond our control could negatively impact our business.**

Our ability to make, move and sell products is critical to our success. Natural disasters, fire, bioterrorism, pandemic or extreme weather, including droughts, floods, excessive cold or heat, hurricanes or other storms, could impair the health or growth of livestock or interfere with our operations due to power outages, fuel shortages, decrease in availability of water, damage to our production and processing facilities or disruption of transportation channels, among other things. Any of these factors could have an adverse effect on our financial results.

**Failure to maximize or to successfully assert our intellectual property rights could impact our competitiveness.**

We consider our intellectual property rights, particularly and most notably our trademarks, but also our trade secrets, patents and copyrights, to be a significant and valuable aspect of our business. We attempt to protect our intellectual property rights through a combination of trademark, trade secret, patent and copyright laws, as well as licensing agreements, third-party nondisclosure and assignment agreements and policing of third-party misuses of our intellectual property. We cannot be sure that these intellectual property rights will be maximized or that they can be successfully asserted. There is a risk that we will not be able to obtain and perfect our own or, where appropriate, license intellectual property rights necessary to support new product introductions.

We cannot be sure that these rights, if obtained, will not be invalidated, circumvented or challenged in the future. In addition, even if such rights are obtained in the United States, the laws of some of the other countries in which our products are or may be sold do not protect our intellectual property rights to the same extent as the laws of the United States. Our failure to perfect or successfully assert our intellectual property rights could make us less competitive and could have an adverse effect on our business, operating results and financial condition.

**Tyson Limited Partnership can exercise significant control.**

As of October 1, 2016, Tyson Limited Partnership (the TLP) owns 99.985% of the outstanding shares of the Company's Class B Common Stock, \$0.10 par value (Class B stock) and the TLP and members of the Tyson family own, in the aggregate, 2.06% of the outstanding shares of the Company's Class A Common Stock, \$0.10 par value (Class A stock), giving them, collectively, control of approximately 71.18% of the total voting power of the Company's outstanding voting stock. At this time, the TLP does not have a managing general partner, as such, the management rights of the managing general partner may be exercised by a majority of the percentage interests of the general partners. As of October 1, 2016, Mr. John Tyson, Chairman of the Board of Directors, has 33.33% of the general partner percentage interests, and Ms. Barbara Tyson, a director of the Company, has 11.115% general partner percentage interests (the remaining general partnership interests are held by the Tyson Partnership Interest Trust ( 44.44% ) and Harry C. Erwin, III ( 11.115% )). As a result of these holdings, positions and directorships, the partners in the TLP have the ability to exert substantial influence or actual control over our management and affairs and over substantially all matters requiring action by our stockholders, including amendments to our restated certificate of incorporation and by-laws, the election and removal of directors, any proposed merger, consolidation or sale of all or substantially all of our assets and other corporate transactions. This concentration of ownership may also delay or prevent a change in control otherwise favored by our other stockholders and could depress our stock price. Additionally, as a result of the TLP's significant ownership of our outstanding voting stock, we are eligible for "controlled company" exemptions from certain corporate governance requirements of the New York Stock Exchange.

**We may incur additional tax expense or become subject to additional tax liabilities.**

We are subject to taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in determining our provision for income taxes. Our total income tax expense could be affected by changes in tax rates in various jurisdictions, changes in the valuation of deferred tax assets and liabilities or changes in tax laws or their interpretation. We are also subject to the examination of our tax returns and other tax matters by the Internal Revenue Service and other tax authorities. There can be no assurance as to the outcome of these examinations. If a taxing authority disagrees with the positions we have taken, we could face additional tax liability, including interest and penalties, which could adversely affect our financial results.

**We could incur substantial tax liabilities as a result of the DEMB Master Blenders 1753 N.V ("DEMB") Spin-Off.**

On June 28, 2012, Hillshire Brands divested its international coffee and tea business segment through the spin-off of DEMB (the "Spin-Off"). Hillshire Brands intended for the Spin-Off and certain related transactions to qualify as tax-free under Sections 355, 368(a)(1)(D), and 361 and related provisions of the United States Internal Revenue Code, which we refer to as the Code, and Hillshire Brands received a private letter ruling from the IRS substantially to the effect that the Spin-Off and certain related transactions, including a debt exchange, will qualify as tax-free to Hillshire Brands and its stockholders for United States federal income tax purposes. Although a private letter ruling generally is binding on the IRS, if the factual representations or assumptions made in the private letter ruling request are untrue or incomplete in any material respect, or any material forward-looking covenants or undertakings are not complied with, then Hillshire Brands would not be able to rely on the ruling. In addition, the ruling is based on current law, and cannot be relied upon if the applicable law changes with retroactive effect. As a matter of practice the IRS does not rule on every requirement for a tax-free spin-off or tax-free debt-for-debt exchange, and the parties relied solely on the opinion of counsel for comfort that such additional requirements should be satisfied. The opinion of counsel relies on, among other things, the continuing validity of the ruling and various assumptions and representations as to factual matters made by Hillshire Brands and DEMB which, if inaccurate or incomplete in any material respect, would jeopardize the conclusions reached by counsel in its opinion.

The opinion is not binding on the IRS or the courts, and there can be no assurance that the IRS or the courts will not challenge the conclusions stated in the opinion or that any such challenge would not prevail. Accordingly, even though Hillshire Brands obtained a ruling and a “should” opinion of counsel, the IRS could assert that Hillshire Brands has not satisfied the requirements for tax-free treatment and such assertion, if successful, could result in significant United States federal income tax liabilities for us.

Events subsequent to the Spin-Off could cause the Spin-Off to become taxable. Under the terms of the tax sharing agreement Hillshire Brands entered into with DEMB in connection with the Spin-Off, DEMB will generally be required to indemnify Hillshire Brands for 100% of any taxes imposed on DEMB and its subsidiaries or Hillshire Brands and its subsidiaries in the event that the Spin-Off and certain related transactions were to fail to qualify for tax-free treatment as a result of an acquisition of DEMB (including the acquisition of DEMB by J.A. Benckiser), or actions or omissions (including breaches of certain representations and warranties made in the tax sharing agreement) by DEMB or any of its affiliates. However, if the Spin-Off or certain related transactions were to fail to qualify for tax-free treatment because of actions or omissions by Hillshire Brands or any of its affiliates, Hillshire Brands would be responsible for all such taxes. In addition, Hillshire Brands would be responsible for 50% of any taxes resulting from the failure of the Spin-Off and certain related transactions to qualify as tax-free, which failure is not due to actions or omissions (including breaches of certain representations and warranties made in the tax sharing agreement) by Hillshire Brands, DEMB or any of Hillshire Brands’ or DEMB’s respective subsidiaries. There can be no assurance that the tax sharing agreement will be sufficient to protect Hillshire Brands against any tax liabilities that may arise, or that DEMB will be able to fully satisfy its indemnification obligations. Hillshire Brands’ inability to enforce the indemnification provisions of the tax sharing agreement or obtain indemnification payments in a timely manner could adversely affect our results of operations, cash flows and financial condition.

**Participation in a Multiemployer Pension Plan could adversely affect our business.**

Through our wholly owned subsidiary, Hillshire Brands, we participate in a “multiemployer” pension plan administered by a labor union representing some of its employees. We are required to make periodic contributions to this plan to allow them to meet their pension benefit obligations to their participants. Our required contributions to this fund could increase because of a shrinking contribution base as a result of the insolvency or withdrawal of other companies that currently contribute to this fund, inability or failure of withdrawing companies to pay their withdrawal liability, lower than expected returns on pension fund assets or other funding deficiencies. In the event that we withdraw from participation in this plan, then applicable law could require us to make an additional lump-sum contribution to the plan, and we would have to reflect that as an expense in our consolidated statement of operations and as a liability on our consolidated balance sheet. Our withdrawal liability would depend on the extent of the plan’s funding of vested benefits. The multiemployer plan in which we participate is reported to have significant underfunded liabilities. Such underfunding could increase the size of our potential withdrawal liability. In the event a withdrawal or partial withdrawal was to occur with respect to the multiemployer plan, the impact to our consolidated financial statements could be material.

**Volatility in the capital markets or interest rates could adversely impact our pension costs and the funded status of our pension plans.**

We sponsor a number of defined benefit plans for employees in the United States. The difference between plan obligations and assets, which signifies the funded status of the plans, is a significant factor in determining the net periodic benefit costs of the pension plans and our ongoing funding requirements. As of October 1, 2016, the funded status of our defined benefit pension plans was an underfunded position of \$ 336 million, as compared to an underfunded position of \$ 410 million at the end of fiscal 2015. Changes in interest rates and the market value of plan assets can impact the funded status of the plans and cause volatility in the net periodic benefit cost and our future funding requirements. The exact amount of cash contributions made to pension plans in any year is dependent upon a number of factors, including minimum funding requirements.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## ITEM 2. PROPERTIES

We have production and distribution operations in the following states: Alabama, Arizona, Arkansas, California, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Mississippi, Missouri, Nebraska, North Carolina, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, Washington and Wisconsin. We also have sales offices throughout the United States. Additionally, we have sales offices, facilities or participate in joint venture operations in Argentina, Brazil, Canada, China, the Dominican Republic, Hong Kong, India, Japan, Mexico, the Netherlands, New Zealand, the Philippines, Russia, South Korea, Spain, Taiwan, Turkey, the United Arab Emirates, the United Kingdom and Venezuela.

	Number of Facilities		
	Owned	Leased	Total
Chicken Segment:			
Processing plants	44	1	45
Rendering plants	9	—	9
Blending mills	2	—	2
Feed mills	32	—	32
Broiler hatcheries	60	3	63
Breeder houses	430	44	474
Broiler farm houses	48	—	48
Pet treats plant	1	—	1
Beef Segment Production Facilities	12	—	12
Pork Segment Production Facilities	9	—	9
Prepared Foods Segment:			
Processing plants	30	4	34
Turkey operation facilities	6	—	6
Distribution Centers	12	1	13
Cold Storage Facilities	50	—	50
Research and Development Facilities	1	1	2
		Capacity <sup>(1)</sup> per week at October 1, 2016	Fiscal 2016 Average Capacity Utilization
Chicken Production Facilities		39 million head	89%
Beef Production Facilities		165,000 head	76%
Pork Production Facilities		456,000 head	91%
Prepared Foods Processing Facilities <sup>(2)</sup>		78 million pounds	84%

<sup>(1)</sup> Capacity per week based on the following: Chicken and Prepared Foods (five day week) and Beef and Pork (six day week).

<sup>(2)</sup> In fiscal 2016, we changed the method of calculating capacity for our Prepared Foods processing plants. If we would have used the fiscal 2015 method, fiscal 2016 capacity would have been 74 million pounds with an 89% average capacity utilization.

**Chicken:** Chicken processing plants include various phases of slaughtering, dressing, cutting, packaging, deboning and further-processing. We also have 29 animal nutrition operations, nine of which are associated with the Chicken rendering plants, 19 within various Chicken processing facilities and one pet treats plant. The blending mills, feed mills and broiler hatcheries have sufficient capacity to meet the needs of the chicken growout operations.

**Beef:** Beef plants include various phases of slaughtering live cattle and fabricating beef products. We also have various plants which have rendering operations along with tanneries and hide treatment operations. The Beef segment includes three case-ready operations that share facilities with the Pork segment. One of the beef facilities contains a tallow refinery.

**Pork:** Pork plants include various phases of slaughtering live hogs and fabricating pork products and allied products. The Pork segment includes three case-ready operations that share facilities with the Beef segment.

**Prepared Foods:** Prepared Foods plants process fresh and frozen chicken, turkey, beef, pork and other raw materials into pizza toppings, branded and processed meats, desserts, appetizers, prepared meals, ethnic foods, soups, sauces, side dishes, pizza crusts, flour and corn tortilla products and meat dishes.



In addition, our foreign chicken production operations in China and India include four processing plants, two rendering plants, three feed mills and five broiler hatcheries. The processing plants include various phases of slaughtering, dressing, cutting, packaging, deboning and further-processing chicken. The feed mills and broiler hatcheries generally have sufficient capacity to meet the needs of the foreign chicken growout operations.

We believe our present facilities are generally adequate and suitable for our current purposes; however, seasonal fluctuations in inventories and production may occur as a reaction to market demands for certain products. We regularly engage in construction and other capital improvement projects intended to expand capacity and improve the efficiency of our processing and support facilities. We also consider the efficiencies of our operations and may from time to time consider changing the number or type of plants we operate to align with our capacity needs.

### ITEM 3. LEGAL PROCEEDINGS

Refer to the description of certain legal proceedings pending against us under Part II, Item 8, Notes to Consolidated Financial Statements, Note 19: Commitments and Contingencies, which discussion is incorporated herein by reference. Listed below are certain additional legal proceedings involving the Company and/or its subsidiaries.

Our subsidiary, Tyson Poultry, Inc., has been in negotiations with Region 6 of the United States Environmental Protection Agency (the “EPA”) to resolve concerns about an accident at the Hope, Arkansas processing plant which occurred on April 23, 2016. The EPA alleged violation of the Clean Air Act Risk Management Plan requirements related to our anhydrous ammonia refrigeration system and the accident. Pursuant to an administrative settlement with the EPA, we will pay a penalty of \$106,894, perform independent, third-party audits at 20 facilities in Arkansas, Oklahoma and Texas over the next 3 years, and construct a closed vent refrigeration system at a facility in Region 6 within the next 2 years.

On April 23, 2015, the EPA issued a Finding and Notice of Violation (the “NOV”) to Tyson Foods, Inc. and our subsidiary, Southwest Products, LLC, alleging violations of the California Truck and Bus Regulation. The NOV alleges that certain diesel-powered trucks operated by us in California did not comply with California’s emission requirements for in-use trucks and that we did not verify the compliance status of independent carriers hired to carry products in California. In January 2016, the EPA proposed that we pay a civil penalty of \$283,990 to resolve these allegations. We are cooperating with the EPA and believe that we have defenses to the allegations of the NOV.

On June 17, 2014, the Missouri attorney general filed a civil lawsuit against us in the circuit court of Barry County, Missouri, concerning an incident that occurred in May 2014 in which some feed supplement was discharged from our plant in Monett, Missouri, to the City of Monett’s wastewater treatment plant allegedly leading to a fish kill in a local stream and odor issues around the plant. That lawsuit alleges six violations stemming from the incident and seeks penalties against us, compensation for damage to the stream, and reimbursement for the State of Missouri’s costs in investigating the matter. In January 2015, a consent judgment was entered that resolved the lawsuit. The judgment required payment of \$540,000, which includes amounts for penalties, cost recovery and supplemental environmental projects. The EPA has also indicated to us that it has begun a criminal investigation into the incident. If we become subject to criminal charges, we may be subject to a fine and other relief, as well as government contract suspension and debarment. We are cooperating with the EPA but cannot predict the outcome of its investigation at this time. It is also possible that other regulatory agencies may commence investigations and allege additional violations.

On June 19, 2005, the Attorney General and the Secretary of the Environment of the State of Oklahoma filed a complaint in the United States District Court for the Northern District of Oklahoma against Tyson Foods, Inc., three subsidiaries and six other poultry integrators. The complaint, which was subsequently amended, asserts a number of state and federal causes of action including, but not limited to, counts under the Comprehensive Environmental Response, Compensation, and Liability Act, Resource Conservation and Recovery Act, and state-law public nuisance theories. Oklahoma alleges that the defendants and certain contract growers who were not joined in the lawsuit polluted the surface waters, groundwater and associated drinking water supplies of the Illinois River Watershed through the land application of poultry litter. Oklahoma’s claims were narrowed through various rulings issued before and during trial and its claims for natural resource damages were dismissed by the district court in a ruling issued on July 22, 2009, which was subsequently affirmed on appeal by the Tenth Circuit Court of Appeals. A non-jury trial of the remaining claims including Oklahoma’s request for injunctive relief began on September 24, 2009. Closing arguments were held on February 11, 2010. The district court has not yet rendered its decision from the trial.

**Other Matters:** As of October 1, 2016, we had approximately 114,000 employees and, at any time, have various employment practices matters outstanding. In the aggregate, these matters are significant to the Company, and we devote significant resources to managing employment issues. Additionally, we are subject to other lawsuits, investigations and claims (some of which involve substantial amounts) arising out of the conduct of our business. While the ultimate results of these matters cannot be determined, they are not expected to have a material adverse effect on our consolidated results of operations or financial position.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## EXECUTIVE OFFICERS OF THE COMPANY

Our executive officers serve one-year terms from the date of their election, or until their successors are appointed and qualified. No family relationships exist among these officers. The name, title, age (as of October 1, 2016) and calendar year of initial election to executive office of our executive officers are listed below:

Name	Title	Age	Year Elected Executive Officer
John Tyson	Chairman of the Board of Directors	63	2011
Curt T. Calaway	Senior Vice President, Controller and Chief Accounting Officer	43	2012
Andrew P. Callahan	President, Retail Packaged Brands	50	2014
Howell P. Carper	Executive Vice President, Operations Services	62	2013
Sally Grimes	President, International and Chief Global Growth Officer	45	2014
Thomas P. Hayes	President	51	2014
Donnie King	President, North American Operations	54	2009
Dennis Leatherby	Executive Vice President and Chief Financial Officer	56	1994
Monica McGurk	Executive Vice President, Strategy and New Ventures and President, Foodservice	46	2016
Mary Oleksiuk	Executive Vice President and Chief Human Resources Officer	54	2014
Donnie Smith	Chief Executive Officer	56	2008
Stephen Stouffer	President, Fresh Meats	56	2013
David L. Van Bebber	Executive Vice President and General Counsel	60	2008
Noel White	President, Poultry	58	2009

John Tyson has served as Chairman of the Board of Directors since 1998 and was previously Chief Executive Officer of the Company from 2001 until 2006. Mr. Tyson was initially employed by the Company in 1973.

Curt T. Calaway was appointed Senior Vice President, Controller and Chief Accounting Officer in 2012, after serving as Vice President, Audit and Compliance since 2008, prior to which he served as the Company's Senior Director of Financial Reporting. Mr. Calaway was initially employed by the Company in 2006.

Andrew P. Callahan was appointed President, Retail Packaged Brands in September 2014. Mr. Callahan previously served as Executive Vice President and President, Retail of The Hillshire Brands Company ("Hillshire Brands") since 2012, prior to which he served as Senior Vice President, Chief Customer Officer for Sara Lee Corporation's ("Sara Lee") North American operations from 2011 to 2012, after serving as President of Sara Lee's North American Foodservice segment from 2009 to 2011. Hillshire Brands was acquired by the Company in August 2014.

Howell P. ("Hal") Carper was appointed Executive Vice President, Operations Services in April 2016, after serving as Executive Vice President, Strategy and New Ventures since 2013. He previously served as Group Vice President, Research and Development, Logistics, and Technical Services since 2008, prior to which he served as Senior Vice President, Corporate Research and Development since 2003, and Senior Vice President and General Manager, Foodbrands Foodservice since 2001. Mr. Carper was appointed by IBP, inc. as Senior Vice President, Sales and Marketing in 1999. IBP, inc. was acquired by the Company in 2001. Prior to employment with IBP, inc., he served as Senior Vice President, Sales and Marketing with Foodbrands, Inc., which was acquired by IBP, inc. in 1997.

Sally Grimes was appointed President, International and Chief Global Growth Officer in June 2015 following her appointment as President and Global Growth Officer in 2014. Ms. Grimes previously served as Senior Vice President, Chief Innovation Officer and President, Gourmet Food Group of Hillshire Brands since 2012. Prior to joining Hillshire Brands, Ms. Grimes served as Global Vice President, Marketing for the writing and creative expression business unit at Newell Rubbermaid, Inc. from 2007 to 2012.

Thomas P. Hayes was appointed President in June 2016. Mr. Hayes previously served as Chief Commercial Officer since June 2015 after being appointed President, Foodservice in 2014. Mr. Hayes previously served as Executive Vice President and Chief Supply Chain Officer of Hillshire Brands since 2012, prior to which he served as Senior Vice President and Chief Supply Chain Officer for Sara Lee's North American Retail and Foodservice businesses from 2009 to 2012. Mr. Hayes was initially employed by Sara Lee in 2006.

Donnie King was appointed President North American Operations in June 2015 following his appointment as President of North American Operations and Food Service in 2014. He previously served as President of Prepared Foods, Customer and Consumer Solutions since 2013, Senior Group Vice President, Poultry and Prepared Foods since 2009, Group Vice President, Refrigerated and Deli since 2008, Group Vice President, Operations since 2007, Senior Vice President, Consumer Products Operations since 2006 and Senior Vice President, Poultry Operations since 2003. Mr. King was initially employed by Valmac Industries, Inc. in 1982. Valmac Industries, Inc. was acquired by the Company in 1984.

Dennis Leatherby was appointed Executive Vice President and Chief Financial Officer in 2008 after serving as Senior Vice President, Finance and Treasurer since 1998. He also served as Interim Chief Financial Officer from 2004 to 2006. Mr. Leatherby was initially employed by the Company in 1990.

Monica McGurk was appointed Executive Vice President, Strategy and New Ventures and President, Foodservice in August 2016 after serving as Senior Vice President, Strategy and New Ventures since April 2016. Prior to joining the Company, Ms. McGurk served as Senior Vice President of Strategy, Decision Support and eCommerce for the North American Group of the Coca-Cola Company from 2014 to 2016, prior to which she served as Vice President, Strategy & eCommerce since late 2012. Prior to joining the Coca-Cola Company, she was the Chief Executive Officer and Executive Editor of The Alumni Factor from May through November 2012. Prior to this position, she was a partner with McKinsey & Company, a global management consulting firm with which she served in various roles for 19 years.

Mary Oleksiuk was appointed Executive Vice President and Chief Human Resources Officer in September 2014. Ms. Oleksiuk previously served as Senior Vice President, Chief Human Resources Officer for Hillshire Brands since 2012. Prior to joining Hillshire Brands, Ms. Oleksiuk served as Chief Human Resources Officer and Senior Vice President for Discover Financial Services from 2011 to 2012. From 2010 to 2011, she served as Senior Vice President, Global Human Resources with Alberto Culver Company and as Vice President, Global Human Resources with Alberto Culver Company from 2007 to 2010.

Donnie Smith was appointed President and Chief Executive Officer in November 2009 and continues to serve as Chief Executive Officer following Mr. Hayes' appointment as President in June 2016. Mr. Smith served as Senior Group Vice President, Poultry and Prepared Foods since January 2009, prior to which he served as Group Vice President of Consumer Products since 2008, Group Vice President of Logistics and Operations Services since 2007, Group Vice President Information Systems, Purchasing and Distribution since 2006 and Senior Vice President and Chief Information Officer since 2005. Mr. Smith was initially employed by the Company in 1980.

Stephen R. Stouffer was appointed President, Fresh Meats in 2013, after serving as Senior Vice President, Beef Margin Management since 2012, prior to which he served as Vice President, Ground Beef, Trim and Variety Meats Sales since 2009, and Director, Ground Beef, Trim and Carcass Sales since 2006. Mr. Stouffer was initially employed by IBP, inc. in 1982.

David L. Van Bebber was appointed Executive Vice President and General Counsel in 2008, after serving as Senior Vice President and Deputy General Counsel since 2004. Mr. Van Bebber was initially employed by Lane Processing in 1982. Lane Processing was acquired by the Company in 1986.

Noel White was appointed President, Poultry in 2013, after serving as Senior Group Vice President, Fresh Meats since 2009, after serving as Senior Vice President, Pork Margin Management since 2007 and Group Vice President, Fresh Meats Operations/Commodity Sales since 2005. Mr. White was initially employed by IBP, inc. in 1983.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

We have issued and outstanding two classes of capital stock, Class A stock and Class B stock. Holders of Class B stock may convert such stock into Class A stock on a share-for-share basis. Holders of Class B stock are entitled to 10 votes per share and holders of Class A stock are entitled to one vote per share on matters submitted to shareholders for approval. As of October 29, 2016, there were approximately 23,000 holders of record of our Class A stock and six holders of record of our Class B stock.

#### DIVIDENDS

Cash dividends cannot be paid to holders of Class B stock unless they are simultaneously paid to holders of Class A stock. The per share amount of the cash dividend paid to holders of Class B stock cannot exceed 90% of the cash dividend simultaneously paid to holders of Class A stock. We have paid uninterrupted quarterly dividends on common stock each year since 1977. In fiscal 2016, the annual dividend rate for Class A stock was \$0.60 per share and the annual dividend rate for Class B stock was \$0.54 per share. In fiscal 2015, the annual dividend rate for Class A stock was \$0.40 per share and the annual dividend rate for Class B stock was \$0.36 per share. On November 17, 2016, the Board of Directors increased the dividend previously declared on August 4, 2016, to \$0.225 per share on our Class A stock and \$0.2025 per share on our Class B stock. The increased quarterly dividend is payable on December 15, 2016, to shareholders of record at the close of business on December 1, 2016. Also on November 17, 2016, the Board of Directors declared a quarterly dividend of \$0.225 per share on our Class A stock and \$0.2025 per share on our Class B stock, payable on March 15, 2017, to shareholders of record at the close of business on March 1, 2017. We anticipate the remaining quarterly dividends in fiscal 2017 will be \$0.225 and \$0.2025 per share of our Class A and Class B stock, respectively. We also continue to anticipate our annual dividends to increase approximately \$0.10 per year.

#### MARKET INFORMATION

Our Class A stock is traded on the New York Stock Exchange under the symbol "TSN." No public trading market currently exists for our Class B stock. The high and low sales prices of our Class A stock for each quarter of fiscal 2016 and 2015 are represented in the table below.

		2016		2015	
		High	Low	High	Low
First Quarter	\$	54.42	\$ 42.89	\$ 43.37	\$ 37.02
Second Quarter		68.17	48.52	42.41	37.10
Third Quarter		70.44	59.45	45.10	37.24
Fourth Quarter		77.05	65.83	44.78	39.05

#### ISSUER PURCHASES OF EQUITY SECURITIES

The table below provides information regarding our purchases of Class A stock during the periods indicated.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>
Jul. 3, 2016 to Jul. 30, 2016	4,706,269	\$ 70.20	4,598,556	44,488,878
Jul. 31, 2016 to Sept. 3, 2016	2,643,859	74.69	2,543,335	41,945,543
Sept. 4, 2016 to Oct. 1, 2016	1,652,309	74.61	1,605,689	40,339,854
Total	9,002,437 <sup>(2)</sup>	\$ 72.33	8,747,580 <sup>(3)</sup>	40,339,854

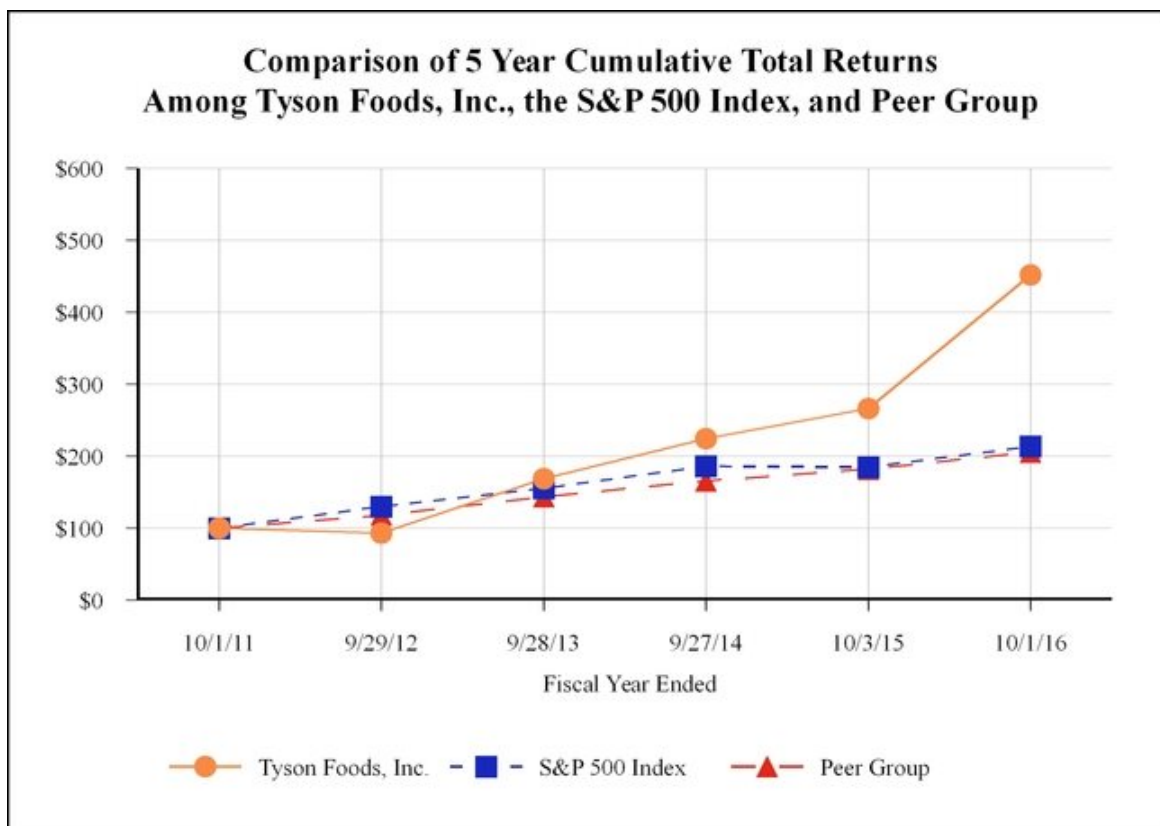
<sup>(1)</sup> On February 7, 2003, we announced our Board of Directors approved a program to repurchase up to 25 million shares of Class A common stock from time to time in open market or privately negotiated transactions. On May 3, 2012, our Board of Directors approved an increase of 35 million shares, on January 30, 2014, our Board of Directors approved an increase of 25 million shares and, on February 4, 2016, our Board of Directors approved an increase of 50 million shares under the program. The program has no fixed or scheduled termination date.

<sup>(2)</sup> We purchased 254,857 shares during the period that were not made pursuant to our previously announced stock repurchase program, but were purchased to fund certain Company obligations under our equity compensation plans. These transactions included 244,498 shares purchased in open market transactions and 10,359 shares withheld to cover required tax withholdings on the vesting of restricted stock.

<sup>(3)</sup> These shares were purchased during the period pursuant to our previously announced stock repurchase program.

## PERFORMANCE GRAPH

The following graph shows a five-year comparison of cumulative total returns for our Class A stock, the Standard & Poor's (S&P) 500 Index and a group of peer companies described below.



		Fiscal Years Ended										
		Base Period										
		10/1/11		9/29/12		9/28/13		9/27/14		10/3/15		10/1/16
Tyson Foods, Inc.	\$	100.00	\$	93.09	\$	168.50	\$	224.16	\$	266.17	\$	452.03
S&P 500 Index		100.00		130.20		155.39		186.05		184.91		213.44
Peer Group		100.00		117.85		143.56		165.74		182.04		205.49

The total cumulative return on investment (change in the year-end stock price plus reinvested dividends), which is based on the stock price or composite index at the end of fiscal 2011, is presented for each of the periods for the Company, the S&P 500 Index, and our peer group. The peer group includes: Archer-Daniels-Midland Company, Bunge Limited, Campbell Soup Company, ConAgra Foods, Inc., Dean Foods Company, General Mills, Inc., Hormel Foods Corp., Kellogg Co., McCormick & Co., Mondelez International Inc., PepsiCo, Inc., Pilgrim's Pride Corporation, Sanderson Farms, Inc., The Hershey Company, and The J.M. Smucker Company. The graph compares the performance of the Company's Class A common stock with that of the S&P 500 Index and peer group, with the return of each company in the peer group weighted on market capitalization. The stock price performance of the Company's Class A common stock shown in the above graph is not necessarily indicative of future stock price performance.

The information in this "Performance Graph" section shall not be deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Securities Exchange Act of 1934.

**ITEM 6. SELECTED FINANCIAL DATA**  
**FIVE-YEAR FINANCIAL SUMMARY**

	in millions, except per share, percentage and ratio data				
	2016	2015	2014	2013	2012
<b>Summary of Operations</b>					
Sales	\$ 36,881	\$ 41,373	\$ 37,580	\$ 34,374	\$ 33,055
Operating income	2,833	2,169	1,430	1,375	1,286
Net interest expense	243	284	125	138	344
Income from continuing operations	1,772	1,224	856	848	614
Loss from discontinued operation, net of tax	—	—	—	(70)	(38)
Net income	1,772	1,224	856	778	576
Net income attributable to Tyson	1,768	1,220	864	778	583
Diluted net income per share attributable to Tyson:					
Income from continuing operations	4.53	2.95	2.37	2.31	1.68
Loss from discontinued operation	—	—	—	(0.19)	(0.10)
Net income	4.53	2.95	2.37	2.12	1.58
Dividends declared per share:					
Class A	0.650	0.425	0.325	0.310	0.160
Class B	0.585	0.383	0.294	0.279	0.144
<b>Balance Sheet Data</b>					
Cash and cash equivalents	\$ 349	\$ 688	\$ 438	\$ 1,145	\$ 1,071
Total assets	22,373	22,969	23,906	12,167	11,882
Total debt	6,279	6,690	8,128	2,398	2,418
Shareholders' equity	9,624	9,706	8,904	6,233	6,042
<b>Other Key Financial Measures</b>					
Depreciation and amortization	\$ 705	\$ 711	\$ 530	\$ 519	\$ 499
Capital expenditures	695	854	632	558	690
EBITDA	3,538	2,906	1,897	1,818	1,731
Return on invested capital	18.1%	13.4%	11.9%	18.5%	17.7%
Effective tax rate for continuing operations	31.8%	36.3%	31.6%	32.6%	36.4%
Total debt to capitalization	39.5%	40.8%	47.7%	27.8%	28.6%
Book value per share	\$ 25.67	\$ 24.25	\$ 21.86	\$ 18.13	\$ 16.84
Stock price high	77.05	45.10	44.24	32.40	21.06
Stock price low	42.89	37.02	27.33	15.93	14.07

Notes to Five-Year Financial Summary

- Fiscal 2016 net income included \$53 million related to the recognition of previously unrecognized tax benefits and audit settlements. In fiscal 2016, we adopted new accounting guidance, retrospectively, requiring classification of debt issuance costs as a reduction of the carrying value of the debt. In doing so, \$29 million, \$35 million, \$50 million, \$10 million and \$14 million of deferred issuance costs have been reclassified from Other Assets to Long-Term Debt in our Consolidated Balance Sheets for fiscal 2016, 2015, 2014, 2013 and 2012 respectively. This change is reflected above in total assets, total debt, total debt to capitalization and return on invested capital ratios.
- Fiscal 2015 was a 53-week year, while the other years presented were 52-week years. Fiscal 2015 included a \$169 million pretax impairment charge related to our China operation, \$57 million pretax expense related to merger and integration costs, \$59 million pretax impairment charges related to our Prepared Foods network optimization, \$12 million pretax charges related to Denison impairment and plant closure costs, \$8 million pretax gain related to net insurance proceeds (net of costs) related to a legacy Hillshire Brands plant fire, \$21 million pretax gain on the sale of equity securities, \$161 million pretax gain on the sale of the Mexico operation, \$39 million pretax gain related to the impact of the additional week in fiscal 2015 and \$26 million unrecognized tax benefit gain.
- Fiscal 2014 included a \$42 million pretax impairment charge and other costs related to the sale of our Brazil operation and Mexico's undistributed earnings tax, \$197 million pretax expense related to the Hillshire Brands acquisition, integration and costs associated with our Prepared Foods improvement plan, \$40 million pretax expense related to the Hillshire Brands post-closing results, purchase price accounting, and costs related to a legacy Hillshire Brands plant fire, \$27 million pretax expense related to the Hillshire Brands acquisition financing incremental interest cost and \$52 million unrecognized tax benefit gain.
- Fiscal 2013 included a \$19 million currency translation adjustment gain recognized in conjunction with the receipt of proceeds constituting the final resolution of our investment in Canada. Additionally in fiscal 2013, we determined our Weifang operation (Weifang) was no longer core to the execution of our strategy in China. In July 2013, we completed the sale of Weifang. Non-cash charges related to the impairment of assets in Weifang amounted to \$56 million and \$15 million in fiscal 2013 and 2012, respectively.
- Fiscal 2012 included a pretax charge of \$167 million related to the early extinguishment of debt.
- Return on invested capital is calculated by dividing operating income by the sum of the average of beginning and ending total debt and shareholders' equity less cash and cash equivalents.
- For the total debt to capitalization calculation, capitalization is defined as total debt plus total shareholders' equity.
- In fiscal 2016, we changed our methodology of calculating the book value per share to include the remaining minimum shares that will be issued from our tangible equity units for each period presented above.
- "EBITDA" is a Non-GAAP measure and defined as net income less interest income, plus interest, taxes, depreciation and amortization. A reconciliation of net income to EBITDA immediately follows.

## EBITDA RECONCILIATIONS

A reconciliation of net income to EBITDA is as follows:

	in millions, except ratio data				
	2016	2015	2014	2013	2012
Net income	\$ 1,772	\$ 1,224	\$ 856	\$ 778	\$ 576
Less: Interest income	(6)	(9)	(7)	(7)	(12)
Add: Interest expense	249	293	132	145	356
Add: Income tax expense (a)	826	697	396	411	351
Add: Depreciation	617	609	494	474	443
Add: Amortization (b)	80	92	26	17	17
EBITDA	\$ 3,538	\$ 2,906	\$ 1,897	\$ 1,818	\$ 1,731

Total gross debt (c)	\$ 6,279	\$ 6,690	\$ 8,128	\$ 2,398	\$ 2,418
Less: Cash and cash equivalents	(349)	(688)	(438)	(1,145)	(1,071)
Less: Short-term investments	(4)	(2)	(1)	(1)	(3)
Total net debt	\$ 5,926	\$ 6,000	\$ 7,689	\$ 1,252	\$ 1,344

### Ratio Calculations:

Gross debt/EBITDA	1.8x	2.3x	4.3x	1.3x	1.4x
Net debt/EBITDA	1.7x	2.1x	4.1x	0.7x	0.8x

(a) Includes income tax expense of discontinued operation.

(b) Excludes the amortization of debt discount expense of \$8 million, \$10 million, \$10 million, \$28 million and \$39 million for fiscal 2016, 2015, 2014, 2013 and 2012, respectively, as it is included in Interest expense.

(c) In fiscal 2016, we adopted new accounting guidance, retrospectively, requiring classification of debt issuance costs as a reduction of the carrying value of the debt. In doing so, \$29 million, \$35 million, \$50 million, \$10 million and \$14 million of deferred issuance costs have been reclassified from Other Assets to Long-Term Debt in our Consolidated Balance Sheets for fiscal 2016, 2015, 2014, 2013 and 2012, respectively.

EBITDA represents net income, net of interest, income tax and depreciation and amortization. Net debt to EBITDA represents the ratio of our debt, net of cash and short-term investments, to EBITDA. EBITDA and net debt to EBITDA are presented as supplemental financial measurements in the evaluation of our business. We believe the presentation of these financial measures helps investors to assess our operating performance from period to period, including our ability to generate earnings sufficient to service our debt, and enhances understanding of our financial performance and highlights operational trends. These measures are widely used by investors and rating agencies in the valuation, comparison, rating and investment recommendations of companies; however, the measurements of EBITDA and net debt to EBITDA may not be comparable to those of other companies, which limits their usefulness as comparative measures. EBITDA and net debt to EBITDA are not measures required by or calculated in accordance with generally accepted accounting principles (GAAP) and should not be considered as substitutes for net income or any other measure of financial performance reported in accordance with GAAP or as a measure of operating cash flow or liquidity. EBITDA is a useful tool for assessing, but is not a reliable indicator of, our ability to generate cash to service our debt obligations because certain of the items added to net income to determine EBITDA involve outlays of cash. As a result, actual cash available to service our debt obligations will be different from EBITDA. Investors should rely primarily on our GAAP results, and use non-GAAP financial measures only supplementally, in making investment decisions.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### DESCRIPTION OF THE COMPANY

We are one of the world's largest food companies with leading brands such as Tyson®, Jimmy Dean®, Hillshire Farm®, Sara Lee®, Ball Park®, Wright®, Aidells® and State Fair®. We are a recognized market leader in chicken, beef and pork as well as prepared foods, including bacon, breakfast sausage, turkey, lunchmeat, hot dogs, pizza crusts and toppings, tortillas and desserts. Some of the key factors influencing our business are customer demand for our products; the ability to maintain and grow relationships with customers and introduce new and innovative products to the marketplace; accessibility of international markets; market prices for our products; the cost and availability of live cattle and hogs, raw materials, and feed ingredients; and operating efficiencies of our facilities.

We operate in four reportable segments: Chicken, Beef, Pork and Prepared Foods. Other primarily includes our foreign chicken production operations in China and India and third-party merger and integration costs.

On August 28, 2014, we acquired and consolidated The Hillshire Brands Company ("Hillshire Brands"), a manufacturer and marketer of branded, convenient foods. Hillshire Brands results from operations subsequent to the acquisition closing are included in the Prepared Foods segment.

### OVERVIEW

- Fiscal year – Our accounting cycle resulted in a 52-week year for both fiscal 2016 and 2014 and a 53-week year for fiscal 2015.
- General – Our operating income grew 31% in fiscal 2016 over fiscal 2015, which was led by the Beef segment's \$413 million improvement in operating income and record earnings in our Prepared Foods segment, as well as continued strong performance in the Chicken and Pork segments. Sales decreased 11% in fiscal 2016 over fiscal 2015, primarily due to declining beef prices, the impact of an additional week in fiscal 2015 and the sale of our Brazil and Mexico chicken production operations. We continued to execute our strategy of accelerating growth in domestic value-added chicken sales, prepared food sales, innovating products, services and customer insights and cultivating our talent development to support Tyson's growth for the future.
- Integration – We continue to maintain focus on the integration of Hillshire Brands and synergy capture. We expect to realize synergies of around \$675 million in fiscal 2017 from the acquisition as well as our profit improvement plan for our legacy Prepared Foods business. The amount expected to be realized in fiscal 2017 is reduced from our previous estimate of \$700 million as some of the incremental synergies are now expected to be realized in fiscal 2018. The majority of these benefits are expected to be realized in the Prepared Foods segment. We will continue to invest a portion of the synergies in innovation, new product launches and support the growth of our brands. In fiscal 2016, we captured \$258 million of incremental synergies above the \$322 million captured in fiscal 2015, for a total of \$580 million of synergies realized in fiscal 2016.
- Market Environment – Domestic protein production (chicken, beef, pork and turkey according to the USDA) increased approximately 3% in fiscal 2016 over fiscal 2015 and export market conditions experienced some improvement over fiscal 2015. Our Chicken segment delivered strong results in fiscal 2016 driven by favorable demand for our products and lower feed costs. The Beef segment earnings improved over fiscal 2015 due to more favorable market conditions associated with an increase in cattle supply which resulted in lower fed cattle costs. The Pork segment's operating margin was above its normalized range as domestic market conditions were favorable with lower livestock cost and increased demand for our pork products. Our Prepared Foods segment delivered record operating income as we continued to realize synergies and lower input costs, partially offset with higher marketing, advertising, and promotion spend.
- Margins – Our total operating margin was 7.7% in fiscal 2016. Operating margins by segment were as follows:
  - Chicken – 11.9%
  - Beef – 2.4%
  - Pork – 10.8%
  - Prepared Foods – 10.0%
- Liquidity – During fiscal 2016, we generated \$2.7 billion of operating cash flows. We repurchased 30.8 million shares of our Class A common stock for \$1,868 million under our share repurchase program in fiscal 2016. At October 1, 2016, we had \$1.3 billion of liquidity, which included the availability under our revolving credit facility and \$349 million of cash and cash equivalents.



in millions, except per share data

	2016	2015	2014
Net income attributable to Tyson	\$ 1,768	\$ 1,220	\$ 864
Net income attributable to Tyson - per diluted share	4.53	2.95	2.37

**2016** – Included the following items:

- \$53 million, or \$0.14 per diluted share, related to recognition of previously unrecognized tax benefits and audit settlements.

**2015** – Included the following items:

- \$169 million, or (\$0.41) per diluted share, related to an impairment charge in China.
- \$59 million, or (\$0.09) per diluted share, related to Prepared Foods network optimization impairment charges.
- \$57 million, or (\$0.09) per diluted share, related to merger and integration costs.
- \$12 million, or (\$0.02) per diluted share, related to closure and impairment charges related to the ceasing of beef operations at our Denison facility.
- \$161 million, or \$0.24 per diluted share, related to a gain on sale of the Mexico operation.
- \$39 million, or \$0.06 per diluted share, related to the additional week in fiscal 2015.
- \$26 million, or \$0.06 per diluted share, related to recognition of previously unrecognized tax benefits.
- \$21 million, or \$0.03 per diluted share, related to a gain on sale of equity securities.
- \$8 million, or \$0.02 per diluted share, of insurance proceeds (net of costs) related to a legacy Hillshire Brands plant fire.

**2014** – Included the following items (fiscal 2014 per diluted share adjustments utilized a weighted average shares outstanding amount of 356 million):

- \$197 million, or (\$0.37) per diluted share, related to the Hillshire Brands acquisition, integration and costs associated with our Prepared Foods improvement plan.
- \$42 million, or (\$0.16) per diluted share, related to an impairment in our Brazil operation and Mexico undistributed earnings tax.
- \$40 million, or (\$0.07) per diluted share, related to the Hillshire Brands post-closing results, purchase price accounting adjustments and costs related to a legacy Hillshire Brands plant fire.
- \$27 million, or (\$0.12) per diluted share, related to the Hillshire Brands acquisition financing incremental interest costs and share dilution.
- \$52 million, or \$0.15 per diluted share, related to a gain from previously unrecognized tax benefits.

## SUMMARY OF RESULTS

Sales	in millions		
	2016	2015	2014
Sales	\$ 36,881	\$ 41,373	\$ 37,580
Change in sales volume	(4.6)%	5.0%	
Change in average sales price	(6.5)%	4.8%	
Sales growth	(10.9)%	10.1%	

**2016 vs. 2015** –

- **Sales Volume** – Sales were negatively impacted by lower sales volume, which accounted for a decrease of \$1.9 billion. Each segment had a decline in sales volume primarily attributed to the additional week in fiscal 2015. The decrease in sales volume was also attributable to the divestitures of the Mexico and Brazil chicken production operations in fiscal 2015. When excluding these impacts along with the divestiture of our Heinold Hog Markets business in the first quarter of fiscal 2015, total company sales volume increased 0.1%.
- **Average Sales Price** – Sales were negatively impacted by lower average sales prices, which accounted for a decrease of \$2.6 billion. Each segment had a decrease in average sales prices largely due to decreased pricing associated with lower beef, pork, and chicken prices, with the largest decrease in the Beef segment.

**2015 vs. 2014 –**

- **Sales Volume** – Sales were positively impacted by higher sales volume, which accounted for an increase of \$2.4 billion. The Chicken segment had an increase in sales volume primarily due to an extra week in fiscal 2015, and the Prepared Foods segment had an increase in sales volume primarily due to the acquisition and consolidation of Hillshire Brands in our final month of fiscal 2014 in addition to an extra week in fiscal 2015. The increase in sales volume was partially offset by a decrease in the Beef and Pork segments along with the divestitures of the Mexico and Brazil chicken operations in fiscal 2015.
- **Average Sales Price** – Sales were positively impacted by higher average sales prices, which accounted for an increase of \$1.4 billion. The Beef and Prepared Foods segments each had an increase in average sales prices, partially offset by a decrease in average sales prices in the Chicken and Pork segments. The increase in average sales price was largely due to continued tight domestic availability of beef products along with the change in mix in the Prepared Foods segment as a result of the acquisition and consolidation of Hillshire Brands in our final month of fiscal 2014.

**Cost of Sales**

in millions

	2016		2015		2014
Cost of sales	\$	32,184	\$	37,456	\$ 34,895
Gross profit		4,697		3,917	2,685
Cost of sales as a percentage of sales		87.3%		90.5%	92.9%

**2016 vs. 2015 –**

- Cost of sales decreased by approximately \$5.3 billion. Lower input costs per pound decreased cost of sales approximately \$3.6 billion and lower sales volume decreased cost of sales approximately \$1.7 billion.
  - The approximate \$3.6 billion impact of lower input costs was primarily driven by:
    - Decrease in live cattle cost of approximately \$2.6 billion in our Beef segment.
    - Decrease in live hog costs of approximately \$360 million in our Pork segment.
    - Decrease in raw material and other input costs of approximately \$300 million in our Prepared Foods segment.
    - Decreases in feed costs of approximately \$170 million in our Chicken segment.
    - Decrease due to net realized derivative gains of \$96 million in fiscal 2016, compared to net realized derivative losses of \$102 million in fiscal 2015 due to our risk management activities. These amounts exclude offsetting impacts from related physical purchase transactions, which are included in the change in live cattle and hog costs and raw material and feed costs described above. Additionally, cost of sales increased due to net unrealized gains of \$11 million in fiscal 2016, compared to net unrealized gains of \$80 million in fiscal 2015, primarily due to our Chicken, Beef and Pork segment commodity risk management activities.
  - The \$1.7 billion impact of lower sales volume was primarily due to the sale of our Mexico chicken production operation in fiscal 2015 along with the additional week in fiscal 2015.

**2015 vs. 2014 –**

- Cost of sales increased by approximately \$2.6 billion. Higher input costs per pound increased cost of sales approximately \$330 million and higher sales volume increased cost of sales approximately \$2.3 billion.
  - The approximate \$330 million impact of higher input costs was primarily driven by:
    - Increase in live cattle cost of approximately \$1.1 billion and operating costs of approximately \$90 million in our Beef segment.
    - Increase in input cost per pound related to the acquisition of Hillshire Brands on August 28, 2014.
    - Increase of \$49 million and \$12 million related to Prepared Foods network optimization impairment charges and Denison plant impairment and closure costs, respectively.
    - Decrease in live hog costs of approximately \$500 million in our Pork segment.
    - Decrease in raw material and other input costs of approximately \$290 million in our Prepared Foods segment.
    - Decreases in feed costs of approximately \$450 million in our Chicken segment.
    - Decrease due to net unrealized gains of \$55 million in fiscal 2015, compared to net unrealized losses of \$39 million in fiscal 2014, from our Beef and Pork segment commodity risk management activities.
  - The \$2.3 billion impact of higher sales volume was driven by an increase in sales volume in our Chicken and Prepared Foods segments, partially offset by decreases in sales volume in our Beef and Pork segments. Prepared Foods contributed a majority of the increase due to the acquisition of Hillshire Brands on August 28, 2014, in addition to the extra week in fiscal 2015.

**Selling, General and Administrative**

in millions

	2016		2015		2014
Selling, general and administrative	\$	1,864	\$	1,748	\$ 1,255
As a percentage of sales		5.1%		4.2%	3.3%

**2016 vs. 2015 –**

- Increase of \$116 million in selling, general and administrative was primarily driven by:
  - Increase of \$88 million related to marketing, advertising and promotion expense to drive sales growth.
  - Increase of \$71 million of employee costs including payroll and stock-based and incentive-based compensation.
  - Increase of \$11 million related to bad debt expense.
  - Increase of \$17 million in all other primarily related to professional fees, information technology costs and rent.
  - Decrease of \$26 million due to a reduction in amortization and other expense related to our intangible assets.
  - Decrease of \$25 million related to fiscal 2015 sale of our chicken production operations in Brazil and Mexico.
  - Decrease of \$20 million of merger and integration costs.

**2015 vs. 2014 –**

- Increase of \$493 million in selling, general and administrative was primarily driven by:
  - Increase of \$487 million related to the inclusion of Hillshire Brands in fiscal 2015 results with only one month in fiscal 2014 results.
  - Increase of \$69 million related to incremental amortization associated with the acquired Hillshire Brands' intangibles.
  - Increase of \$27 million related to employee costs including payroll and stock-based compensation.
  - Decrease of \$59 million related to advertising and sales promotions in the legacy Tyson business primarily attributable to discontinuing certain programs that were present in fiscal 2014.
  - Decrease of \$14 million related to merger and integration costs and employee severance and retention costs associated with the Hillshire Brands acquisition and implementation of our Prepared Foods strategy.
  - Decrease of \$17 million in all other primarily related to professional fees.

**Interest Income**

in millions

	2016		2015		2014
	\$	(6)	\$	(9)	\$ (7)

**2016/2015/2014 –** Interest income remained relatively flat due to continued low interest rates.

**Interest Expense**

in millions

	2016		2015		2014
Cash interest expense	\$	248	\$	293	\$ 132
Non-cash interest expense		1		—	—
Total Interest Expense	\$	249	\$	293	\$ 132

**2016/2015/2014 –**

- Cash interest expense primarily included interest expense related to the coupon rates for senior notes and term loans and commitment/letter of credit fees incurred on our revolving credit facilities. The decrease in cash interest expense in fiscal 2016 was primarily due to a reduction of our debt. The increase in cash interest expense in fiscal 2015 was primarily due to senior notes and term loans issued and debt assumed in connection with our completed acquisition of Hillshire Brands on August 28, 2014.
- Non-cash interest expense primarily included amounts related to the amortization of debt issuance costs and discounts/premiums on note issuances, offset by interest capitalized.

**Other (Income) Expense, net**

in millions

	2016		2015		2014
	\$	(8)	\$	(36)	\$ 53

**2016 –** Included \$12 million of equity earnings in joint ventures and \$4 million in net foreign currency exchange losses.

**2015 –** Included \$12 million of equity earnings in joint ventures and \$21 million of gains on the sale of equity securities.

**2014 –** Included \$60 million of costs associated with bridge financing facilities for the Hillshire Brands acquisition and \$6 million of other than temporary impairment related to an available-for-sale security, partially offset with \$14 million of equity earnings in joint ventures and net foreign currency exchange gains.

## Effective Tax Rate

	2016	2015	2014
	31.8%	36.3%	31.6%

The effective tax rate on continuing operations was impacted by a number of items which result in a difference between our effective tax rate and the United States statutory rate of 35%. The table below reflects significant items impacting the rate as indicated.

- 2016 –**
- Domestic production activity deduction reduced the rate 2.6%.
  - Unrecognized tax benefits activity, mostly related to expiration of statutes of limitations and settlements with taxing authorities, reduced the rate 1.7%.
  - State income taxes increased the rate 2.7%.

- 2015 –**
- Domestic production activity deduction reduced the rate 3.7%.
  - Unrecognized tax benefits activity, mostly related to expiration of statutes of limitations, reduced the rate 1.8%.
  - State income taxes increased the rate 3.1%.
  - Foreign rate differences and valuation allowances increased the rate 3.8%.

- 2014 –**
- Domestic production activity deduction reduced the rate 4.0%.
  - Net decrease in unrecognized tax benefits, mostly related to expiration of statutes of limitations and settlements with taxing authorities, reduced the rate 4.7%.
  - State income taxes increased the rate 2.8%.
  - Foreign rate differences and valuation allowances increased the rate 2.8%.

## SEGMENT RESULTS

We operate in four reportable segments: Chicken, Beef, Pork and Prepared Foods. Other primarily includes our foreign chicken production operations in China and India and third-party merger and integration costs. Additionally, the results from Dynamic Fuels, which was sold in fiscal 2014, are also included in Other fiscal 2014 results until the closing date of such sale. The following table is a summary of segment sales and operating income (loss), which is how we measure segment income (loss).

in millions												
Sales					Operating Income (Loss)							
		2016		2015		2014		2016		2015		2014
Chicken	\$	10,927	\$	11,390	\$	11,116	\$	1,305	\$	1,366	\$	883
Beef		14,513		17,236		16,177		347		(66)		347
Pork		4,909		5,262		6,304		528		380		455
Prepared Foods		7,346		7,822		3,927		734		588		(60)
Other		380		879		1,381		(81)		(99)		(195)
Intersegment Sales		(1,194)		(1,216)		(1,325)		—		—		—
Total	\$	36,881	\$	41,373	\$	37,580	\$	2,833	\$	2,169	\$	1,430

**Chicken Segment Results**

in millions

	2016		2015		Change 2016 vs. 2015	2014		Change 2015 vs. 2014
Sales	\$	10,927	\$	11,390	\$ (463)	\$	11,116	\$ 274
Sales Volume Change					(2.6)%			4.2 %
Average Sales Price Change					(1.5)%			(1.6)%
Operating Income	\$	1,305	\$	1,366	\$ (61)	\$	883	\$ 483
Operating Margin		11.9%		12.0%			7.9%	

**2016 vs. 2015 –**

- **Sales Volume** – Sales volume decreased primarily due to the additional week in fiscal 2015, in addition to a planned temporary decrease in production in the fourth quarter of fiscal 2016 while we transitioned our mix to sell more value-added and less commodity products along with optimizing our mix and our buy versus grow strategy.
- **Average Sales Price** – Average sales price decreased as feed costs declined, partially offset by mix changes.
- **Operating Income** – Operating income was negatively impacted by the additional week in fiscal 2015 along with increases in operating costs and marketing, advertising and promotion expenses, partially offset by lower feed costs of \$170 million.

**2015 vs. 2014 –**

- **Sales Volume** – Sales volume grew as a result of the additional week in fiscal 2015 as well as stronger demand for chicken products and mix of rendered product sales.
- **Average Sales Price** – Average sales price decreased as feed ingredient costs declined, partially offset by mix changes.
- **Operating Income** – Operating income increased due to higher sales volume and lower feed ingredient costs of \$450 million, partially offset by disruptions caused by export bans.

**Beef Segment Results**

in millions

	2016		2015		Change 2016 vs. 2015	2014		Change 2015 vs. 2014
Sales	\$	14,513	\$	17,236	\$ (2,723)	\$	16,177	\$ 1,059
Sales Volume Change					(1.1)%			(0.3)%
Average Sales Price Change					(14.9)%			6.9 %
Operating Income (Loss)	\$	347	\$	(66)	\$ 413	\$	347	\$ (413)
Operating Margin		2.4%		(0.4)%			2.1%	

**2016 vs. 2015 –**

- **Sales Volume** – Sales volume decreased due to the additional week in fiscal 2015. When excluding the additional week in fiscal 2015, sales volume increased 0.8% due to increased availability of cattle supply and better demand for our beef products despite a reduction in live cattle processing capacity due to the closure of our Denison, Iowa, facility in the fourth quarter of fiscal 2015.
- **Average Sales Price** – Average sales price decreased due to higher domestic availability of beef supplies and lower livestock cost.
- **Operating Income** – Operating income increased due to more favorable market conditions as we maximized our revenues relative to the decline in live fed cattle cost, in addition to reduced losses from mark-to-market open derivative positions and lower-of-cost-or market inventory adjustments that were incurred in the fourth quarter of fiscal 2015, partially offset by higher operating costs.

**2015 vs. 2014 –**

- **Sales Volume** – Sales volume decreased due to reduced live cattle supplies available to process, partially offset by an additional week in fiscal 2015.
- **Average Sales Price** – Average sales price increased due to lower domestic availability of beef products.
- **Operating Income** – Operating income decreased due to unfavorable market conditions associated with a decrease in supply which drove up fed cattle costs, export market disruptions, the relative value of competing proteins and increased operating costs. Additionally, in fiscal 2015, we incurred \$12 million in Denison plant impairment and closure costs and \$81 million of losses from mark-to-market open derivative positions and lower-of-cost-or-market inventory adjustments, which was mostly the result of a large and rapid decline in live cattle futures in September of fiscal 2015.

**Pork Segment Results**

in millions

	2016	2015	Change 2016 vs. 2015	2014	Change 2015 vs. 2014
Sales	\$ 4,909	\$ 5,262	\$ (353)	\$ 6,304	\$ (1,042)
Sales Volume Change			(2.5)%		(0.8)%
Average Sales Price Change			(4.4)%		(15.8)%
Operating Income	\$ 528	\$ 380	\$ 148	\$ 455	\$ (75)
Operating Margin	10.8%	7.2%		7.2%	

**2016 vs. 2015 –**

- **Sales Volume** – Sales volume decreased due to the divestiture of our Heinold Hog Markets business in the first quarter of fiscal 2015 and the additional week in fiscal 2015. Excluding these impacts, sales volume grew 1.2%, driven by better demand for our pork products.
- **Average Sales Price** – Average sale price decreased due to increased live hog supplies and lower livestock cost.
- **Operating Income** – Operating income increased as we maximized our revenues relative to the decline in live hog markets and due to better plant utilization associated with increased volume processed, which were partially offset by higher operating costs, losses incurred in our live hog operation and the additional week in fiscal 2015.

**2015 vs. 2014 –**

- **Sales Volume** – Sales volume decreased due to the divestiture of our Heinold Hog Markets business in the first quarter of fiscal 2015. Excluding the impact of the divestiture, we had a 5.4% increase in sales volume as a result of the additional week in fiscal 2015 as well as better demand for our pork products.
- **Average Sales Price** – Average sales price decreased due to an increase in live hog supplies, which drove down livestock cost and average sales price.
- **Operating Income** – While reduced compared to prior year, operating income remained strong as we maximized our revenues relative to live hog markets, partially attributable to operational and mix performance.

**Prepared Foods Segment Results**

in millions

	2016	2015	Change 2016 vs. 2015	2014	Change 2015 vs. 2014
Sales	\$ 7,346	\$ 7,822	\$ (476)	\$ 3,927	\$ 3,895
Sales Volume Change			(2.8)%		70.7%
Average Sales Price Change			(3.4)%		16.7%
Operating Income (Loss)	\$ 734	\$ 588	\$ 146	\$ (60)	\$ 648
Operating Margin	10.0%	7.5%		(1.5)%	

**2016 vs. 2015 –**

- **Sales Volume** – Sales volume decreased due to the additional week in fiscal 2015 and lower sales volume in the first six months of fiscal 2016 due to changes in sales mix and the carryover effect of the 2015 turkey avian influenza occurrence into the first half of fiscal 2016.
- **Average Sales Price** – Average sales price decreased primarily due to a decline in input costs, partially offset by a change in product mix.
- **Operating Income** – Operating income increased due to mix changes as well as lower input costs of approximately \$300 million, partially offset with higher marketing, advertising, and promotion spend along with the additional week in fiscal 2015. Additionally, Prepared Foods operating income was positively impacted by \$441 million in synergies, of which \$156 million was incremental synergies in fiscal 2016 above the \$285 million of synergies realized in fiscal 2015. The positive impact of these synergies to operating income was partially offset with heavy investments in innovation, new product launches and supporting the growth of our brands.

**2015 vs. 2014 –**

- **Sales Volume** – Sales volume increased due to incremental volumes from the acquisition of Hillshire Brands and an additional week in fiscal 2015.
- **Average Sales Price** – Average sales price increased primarily due to better product mix which was positively impacted by the acquisition of Hillshire Brands.
- **Operating Income** – Operating income improved due to an increase in sales volume and average sales price mainly attributed to Hillshire Brands, as well as lower raw material costs of approximately \$290 million for fiscal 2015 related to our legacy Prepared Foods business. Profit improvement initiatives and Hillshire Brands synergies positively impacted Prepared Foods operating income by \$285 million for fiscal 2015. Additionally, in the fourth quarter of fiscal 2015, we incurred \$59 million in impairment charges associated with optimizing our Prepared Foods network.

**Other Results**

in millions

		2016		2015	Change 2016 vs. 2015		2014	Change 2015 vs. 2014
Sales	\$	380	\$	879	\$ (499)	\$	1,381	\$ (502)
Operating Loss		(81)		(99)	18		(195)	96

**2016 vs. 2015 –**

- **Sales** – Sales decreased due to the sale of the Mexico and Brazil chicken production operations in fiscal 2015.
- **Operating loss** – Operating loss improved due to better performance at our China operation and reduced third-party merger and integration costs partially offset by the results of the Mexico chicken production operation sold in fiscal 2015.

**2015 vs. 2014 –**

- **Sales** – Sales decreased due to the sale of the Mexico and Brazil chicken production operations in fiscal 2015.
- **Operating loss** – Operating loss improved \$69 million from our international operations due to the sale of our Brazil operation and better market conditions in Mexico (prior to its sale in the fourth quarter of fiscal 2015), partially offset by challenging market conditions in China. Additionally, third-party merger and integration costs decreased by \$12 million and losses associated with Dynamic Fuels, which was sold in fiscal 2014, decreased \$15 million.

## LIQUIDITY AND CAPITAL RESOURCES

Our cash needs for working capital, capital expenditures, growth opportunities, the repurchases of senior notes, repayment of term loans and share repurchases are expected to be met with current cash on hand, cash flows provided by operating activities, or short-term borrowings. Based on our current expectations, we believe our liquidity and capital resources will be sufficient to operate our business. However, we may take advantage of opportunities to generate additional liquidity or refinance existing debt through capital market transactions. The amount, nature and timing of any capital market transactions will depend on our operating performance and other circumstances; our then-current commitments and obligations; the amount, nature and timing of our capital requirements; any limitations imposed by our current credit arrangements; and overall market conditions.

### Cash Flows from Operating Activities

in millions

	2016	2015	2014
Net income	\$ 1,772	\$ 1,224	\$ 856
Non-cash items in net income:			
Depreciation and amortization	705	711	530
Deferred income taxes	84	38	(105)
Convertible debt discount	—	—	(92)
Gain on dispositions of businesses	—	(177)	—
Impairment of assets	45	285	107
Stock-based compensation expense	81	69	51
Other, net	(34)	71	(20)
Net changes in operating assets and liabilities	63	349	(149)
Net cash provided by operating activities	\$ 2,716	\$ 2,570	\$ 1,178

- Operating cash outflow associated with the convertible debt discount related to the initial debt discount of \$92 million on our 3.25% convertible notes issued in 2008, which matured on October 15, 2013, and were retired in fiscal 2014.
- Gain on dispositions of businesses in fiscal 2015 primarily relates to the sale of the Mexico chicken production operation. Impairment of assets in fiscal 2015 included \$59 million of impairment charges related to our Prepared Foods network optimization and \$169 million of impairments related to our China operation. For further description regarding these charges refer to Part II, Item 8, Notes to Consolidated Financial Statements, Note 3: Acquisitions and Dispositions and Note 9: Other Income and Charges.
- Other, net increase in fiscal 2015 is primarily driven by non-cash pension expense.
- Cash flows associated with changes in operating assets and liabilities:
  - 2016** – Increased primarily due to decreased inventory and accounts receivable balances and increased accrual for incentive compensation, which were partially offset by decreased accounts payable, increased tax receivable and contributions to pension plans. The decreased inventory, accounts receivable and accounts payable balances were largely due to decreased raw material costs and timing of sales and payments.
  - 2015** – Increased primarily due to the decrease in inventory and accounts receivable balances and an increase in taxes payable, partially offset by the decrease in accounts payable. The decreased inventory, accounts receivable and accounts payable balances were largely due to decreased raw material costs and timing of sales and payments.
  - 2014** – Decreased primarily due to the increase in inventory and accounts receivable balances and decrease in income taxes payable, partially offset by the increase in accounts payable. The higher inventory, accounts receivable and accounts payable balances are primarily attributable to significant increases in input costs and price increases associated with the increased input costs.

### Cash Flows from Investing Activities

in millions

	2016	2015	2014
Additions to property, plant and equipment	\$ (695)	\$ (854)	\$ (632)
(Purchases of)/Proceeds from marketable securities, net	(9)	14	15
Acquisitions, net of cash acquired	—	—	(8,193)
Proceeds from sale of businesses	—	539	—
Other, net	20	31	10
Net cash used for investing activities	\$ (684)	\$ (270)	\$ (8,800)



- Additions to property, plant and equipment included acquiring new equipment and upgrading our facilities to maintain competitive standing and position us for future opportunities.
  - Capital spending for fiscal 2017 is expected to approximate \$1.0 billion and will include spending for production growth, safety, animal well-being, infrastructure replacements and upgrades, and operational improvements that will result in production and labor efficiencies, yield improvements and sales channel flexibility.
- Purchases of marketable securities included funding for our deferred compensation plans.
- Proceeds from sale of businesses primarily included proceeds, net of cash transferred, from the sale of the Mexico and Brazil operations.
- Acquisitions in fiscal 2014 related to acquiring Hillshire Brands and an additional value-added food business as part of our strategy to accelerate growth in our prepared foods sales. Both of these acquisitions are included in the Prepared Foods segment. For further description regarding these transactions refer to Part II, Item 8, Notes to Consolidated Financial Statements, Note 3: Acquisitions and Dispositions.

#### Cash Flows from Financing Activities

in millions

	2016	2015	2014
Payments on debt	\$ (714)	\$ (1,995)	\$ (639)
Proceeds from issuance of long-term debt	1	501	5,576
Borrowings on revolving credit facility	1,065	1,345	—
Payments on revolving credit facility	(765)	(1,345)	—
Proceeds from issuance of debt component of tangible equity units	—	—	205
Proceeds from issuance of common stock, net of issuance costs	—	—	873
Net proceeds from issuance of equity component of tangible equity units	—	—	1,255
Purchases of Tyson Class A common stock	(1,944)	(495)	(295)
Dividends	(216)	(147)	(104)
Stock options exercised	128	84	67
Other, net	68	17	(23)
Net cash provided by (used for) financing activities	\$ (2,377)	\$ (2,035)	\$ 6,915

- Payments on debt included –
  - 2016 – We fully retired the \$638 million outstanding balance of our 6.60% senior notes due April 2016.
  - 2015 – We fully retired the \$401 million outstanding balance of the 2.75% senior notes due September 2015 and paid \$353 million related to the 5-year tranche A term loan facility and \$1,172 million related to the 3-year tranche A term loan facility.
  - 2014 – Our 3.25% convertible notes issued in 2008 matured on October 15, 2013, at which time we paid the \$458 million principal value with cash on hand and settled the conversion premium by issuing 11.7 million shares of our Class A stock from available treasury shares. These notes were initially recorded at a \$92 million discount, which equaled the fair value of an equity conversion premium instrument. The portion of the payment of these notes related to the initial \$92 million discount was recorded in cash flows from operating activities. Simultaneous to the settlement of the conversion premium, we received 11.7 million shares of our Class A stock from the call options purchased at the time of issuance of the notes.
  - 2014 – \$194 million related to the 5-year tranche A term loan facility and \$30 million related to the 3-year tranche A term loan facility.
- Proceeds from issuance of long-term debt and borrowings/payments on revolving credit facility –
  - 2016 – We had borrowings of \$1,065 million and payments of \$765 million on our revolving credit facility for fiscal 2016. We utilized our revolving credit facility to balance our cash position with the retirement of the 2016 Notes and changes in working capital. Additionally, total debt of our foreign subsidiaries was \$7 million at October 1, 2016, \$6 million of which is classified as long-term in our Consolidated Balance Sheets.
  - 2015 – \$500 million from term loans, the full balance of which was used to prepay outstanding borrowings under the 3-year tranche A term loan facility. In addition, we had borrowings and payments on our revolver of \$1,345 million for fiscal 2015. We utilized our revolving credit facility to balance our cash position with term loan deleveraging and changes in working capital. Additionally, total debt of our foreign subsidiaries was \$10 million at October 3, 2015, all of which is classified as long-term in our Consolidated Balance Sheets.
  - 2014 – \$2,300 million from term loans and \$3,243 million from senior unsecured notes after original issue discounts of \$7 million. Additionally, total debt related to our foreign subsidiaries was \$8 million at September 27, 2014, all of which is classified as long-term in our Consolidated Balance Sheets.

- Proceeds from issuance of debt and equity components of tangible equity units –
  - 2014 – We issued 30 million, 4.75% tangible equity units (TEUs). Total proceeds, net of underwriting discounts and other expenses, were \$1,454 million. Each TEU is comprised of a prepaid stock purchase contract and a senior amortizing note due July 15, 2017. We allocated the proceeds from the issuance of the TEUs to equity and debt based on the relative fair values of the respective components of each TEU. The fair value of the prepaid stock purchase contracts, which was \$1,295 million, is recorded in Capital in Excess of Par Value, net of \$40 million issuance costs. The fair value of the senior amortizing notes was \$205 million which was recorded in debt.
- Proceeds from issuance of common stock, net of issuance costs –
  - 2014 – We issued 23.8 million shares of our Class A common stock, for total proceeds, net of underwriting discounts and other offering related fees and expenses, of \$873 million.
- Purchases of Tyson Class A common stock include –
  - \$1,868 million, \$455 million and \$250 million for shares repurchased pursuant to our share repurchase program in fiscal 2016, 2015 and 2014, respectively.
  - \$76 million, \$40 million and \$45 million for shares repurchased to fund certain obligations under our equity compensation plans in fiscal 2016, 2015 and 2014, respectively.
  - We expect to continue repurchasing shares under our share repurchase program. As of October 1, 2016, 40.3 million shares remain authorized for repurchases. The timing and extent to which we repurchase shares will depend upon, among other things, our working capital needs, markets, industry conditions, liquidity targets, limitations under our debt obligations and regulatory requirements.
  - Subsequent to October 1, 2016, through November 18, 2016, we repurchased \$255 million, or approximately 3.6 million shares, of our common stock under our share repurchase program.
- Dividends paid during fiscal 2016 included a 50% increase to our fiscal 2015 quarterly dividend rate.
- Other, net increase in fiscal 2016 is primarily driven by tax benefits associated with stock option exercises.

## Liquidity

in millions

	Commitments Expiration Date	Facility Amount	Outstanding Letters of Credit under Revolving Credit Facility (no draw downs)	Outstanding Amount Borrowed	Amount Available
Cash and cash equivalents				\$	349
Short-term investments					4
Revolving credit facility	September 2019	\$ 1,250	\$ 7	\$ 300	943
Total liquidity				\$	1,296

- The revolving credit facility supports our short-term funding needs and letters of credit. The letters of credit issued under this facility are primarily in support of leasing obligations and workers' compensation insurance programs. Our maximum borrowing under the revolving credit facility during fiscal 2016 was \$335 million.
- We expect net interest expense will approximate \$225 million for fiscal 2017.
- At October 1, 2016, approximately \$286 million of our cash was held in the international accounts of our foreign subsidiaries. Generally, we do not rely on the foreign cash as a source of funds to support our ongoing domestic liquidity needs. Rather, we manage our worldwide cash requirements by reviewing available funds among our foreign subsidiaries and the cost effectiveness with which those funds can be accessed. The repatriation of cash balances from certain of our foreign subsidiaries could have adverse tax consequences or be subject to regulatory capital requirements; however, those balances are generally available without legal restrictions to fund ordinary business operations. United States income taxes, net of applicable foreign tax credits, have not been provided on undistributed earnings of foreign subsidiaries. Our intention is to reinvest the cash held by foreign subsidiaries permanently or to repatriate the cash only when it is tax efficient to do so.
- Our current ratio was 1.77 to 1 and 1.52 to 1 at October 1, 2016, and October 3, 2015, respectively.

## Capital Resources

### Credit Facility

Cash flows from operating activities and current cash on hand are our primary sources of liquidity for funding debt service, capital expenditures, dividends and share repurchases. We also have a revolving credit facility, with a committed capacity of \$1.25 billion, to provide additional liquidity for working capital needs, letters of credit and a source of financing for growth opportunities. As of October 1, 2016, we had \$300 million borrowed and \$7 million of outstanding letters of credit issued under this facility, none of which were drawn upon, which left \$943 million available for borrowing. Our revolving credit facility is funded by a syndicate of 42 banks, with commitments ranging from \$0.3 million to \$85 million per bank. The syndicate includes bank holding companies that are required to be adequately capitalized under federal bank regulatory agency requirements.

### Capitalization

To monitor our credit ratings and our capacity for long-term financing, we consider various qualitative and quantitative factors. We monitor the ratio of our net debt to EBITDA as support for our long-term financing decisions. At October 1, 2016, and October 3, 2015, the ratio of our net debt to EBITDA was 1.7x and 2.1x, respectively. Refer to Part II, Item 6, Selected Financial Data, for an explanation and reconciliation to comparable GAAP measures. The decrease in this ratio for fiscal 2016 is primarily due to increased EBITDA of \$632 million.

## Credit Ratings

### Term Loans: Tranche B due April 2019 and Tranche B due August 2019

S&P's credit rating for both term loans is "BBB." Moody's Investor Service, Inc. (Moody's) credit rating for both term loans is "Baa2." Fitch Ratings, a wholly owned subsidiary of Fimlac, S.A. (Fitch) credit rating for both term loans is "BBB." The below table outlines the borrowing spread on the outstanding principal balance depending on the rating levels of both term loans from S&P, Moody's and Fitch.

Ratings Level (S&P/Moody's/Fitch)	Tranche B due April 2019	Tranche B due August 2019
	Borrowing Spread	Borrowing Spread
BBB+/Baa1/BBB+	1.000%	1.250%
BBB/Baa2/BBB (current level)	1.125%	1.500%
BBB-/Baa3/BBB-	1.375%	1.750%
BB+/Ba1/BB+	1.625%	2.000%
BB/Ba2/BB or lower	1.875%	2.500%

### Revolving Credit Facility

S&P's corporate credit rating for Tyson Foods, Inc. is "BBB." Moody's, senior unsecured, long-term debt rating for Tyson Foods, Inc. is "Baa2." Fitch's issuer default rating for Tyson Foods, Inc. is "BBB." The below table outlines the fees paid on the unused portion of the facility (Facility Fee Rate) and letter of credit fees (Undrawn Letter of Credit Fee and Borrowing Spread) depending on the rating levels of Tyson Foods, Inc. from S&P, Moody's and Fitch.

Ratings Level (S&P/Moody's/Fitch)	Facility Fee	Undrawn Letter of
	Rate	Credit Fee and Borrowing Spread
A-/A3/A- or above	0.100%	1.000%
BBB+/Baa1/BBB+	0.125%	1.125%
BBB/Baa2/BBB (current level)	0.150%	1.250%
BBB-/Baa3/BBB-	0.200%	1.500%
BB+/Ba1/BB+ or lower	0.250%	1.750%

In the event the rating levels are split, the applicable fees and spread will be based upon the rating level in effect for two of the rating agencies, or, if all three rating agencies have different rating levels, the applicable fees and spread will be based upon the rating level that is between the rating levels of the other two rating agencies.

## **Debt Covenants**

Our revolving credit and term loan facilities contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens and encumbrances; incur debt; merge, dissolve, liquidate or consolidate; make acquisitions and investments; dispose of or transfer assets; change the nature of our business; engage in certain transactions with affiliates; and enter into hedging transactions, in each case, subject to certain qualifications and exceptions. In addition, we are required to maintain minimum interest expense coverage and maximum debt-to-capitalization ratios.

Our senior notes also contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens; engage in certain sale/leaseback transactions; and engage in certain consolidations, mergers and sales of assets.

We were in compliance with all debt covenants at October 1, 2016 .

## **Pension Plans**

As further described in Part II, Item 8, Notes to Consolidated Financial Statements, Note 14: Pensions and Other Postretirement Benefits, the funded status of our defined benefit pension plans is defined as the amount the projected benefit obligation exceeds the plan assets. The funded status of the plans is an underfunded position of \$ 336 million at the end of fiscal 2016 as compared to an underfunded position of \$ 410 million at the end of fiscal 2015.

We expect to contribute approximately \$40 million of cash to our pension plans in fiscal 2017 as compared to approximately \$64 million in fiscal 2016 and \$14 million in fiscal 2015. The exact amount of cash contributions made to pension plans in any year is dependent upon a number of factors, including minimum funding requirements. As a result, the actual funding in fiscal 2017 may be different from the estimate.

## **OFF-BALANCE SHEET ARRANGEMENTS**

We do not have any off-balance sheet arrangements material to our financial position or results of operations. The off-balance sheet arrangements we have are guarantees of debt of outside third parties, including leases and grower loans, and residual value guarantees covering certain operating leases for various types of equipment. See Part II, Item 8, Notes to Consolidated Financial Statements, Note 19: Commitments and Contingencies for further discussion.

## CONTRACTUAL OBLIGATIONS

The following table summarizes our contractual obligations as of October 1, 2016 :

	Payments Due by Period					in millions
	2017	2018-2019	2020-2021	2022 and thereafter	Total	
Debt and capital lease obligations:						
Principal payments <sup>(1)</sup>	\$ 79	\$ 2,487	\$ 295	\$ 3,439	\$ 6,300	
Interest payments <sup>(2)</sup>	226	428	351	1,218	2,223	
Guarantees <sup>(3)</sup>	20	37	40	30	127	
Operating lease obligations <sup>(4)</sup>	118	158	73	78	427	
Purchase obligations <sup>(5)</sup>	1,817	539	207	106	2,669	
Capital expenditures <sup>(6)</sup>	720	151	—	—	871	
Other long-term liabilities <sup>(7)</sup>	—	—	—	—	548	
Total contractual commitments	\$ 2,980	\$ 3,800	\$ 966	\$ 4,871	\$ 13,165	

<sup>(1)</sup> In the event of a default on payment, acceleration of the principal payments could occur.

<sup>(2)</sup> Interest payments include interest on all outstanding debt. Payments are estimated for variable rate and variable term debt based on effective interest rates at October 1, 2016 , and expected payment dates.

<sup>(3)</sup> Amounts include guarantees of debt of outside third parties, which consist of leases and grower loans, all of which are substantially collateralized by the underlying assets, as well as residual value guarantees covering certain operating leases for various types of equipment. The amounts included are the maximum potential amount of future payments.

<sup>(4)</sup> Amounts include minimum lease payments under lease agreements.

<sup>(5)</sup> Amounts include agreements to purchase goods or services that are enforceable and legally binding and specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. The purchase obligations amount included items, such as future purchase commitments for grains, livestock contracts and fixed grower fees, that provide terms that meet the above criteria. For certain grain purchase commitments with a fixed quantity provision, we have assumed the future obligations under the commitment based on available commodity futures prices as published in observable active markets as of October 1, 2016 . We have excluded future purchase commitments for contracts that do not meet these criteria. Purchase orders are not included in the table, as a purchase order is an authorization to purchase and is cancelable. Contracts for goods or services that contain termination clauses without penalty have also been excluded.

<sup>(6)</sup> Amounts include estimated amounts to complete buildings and equipment under construction as of October 1, 2016 .

<sup>(7)</sup> Other long-term liabilities primarily consist of deferred compensation, deferred income, self-insurance, and asset retirement obligations. We are unable to reliably estimate the amount of these payments beyond fiscal 2017; therefore, we have only included the total liability in the table above. We also have employee benefit obligations consisting of pensions and other postretirement benefits of \$359 million that are excluded from the table above. A discussion of the Company's pension and postretirement plans, including funding matters, is included in Part II, Item 8, Notes to Consolidated Financial Statements, Note 14: Pensions and Other Postretirement Benefits.

In addition to the amounts shown above in the table, we have unrecognized tax benefits of \$283 million and related interest and penalties of \$52 million at October 1, 2016 , recorded as liabilities.

The maximum contractual obligation associated with our cash flow assistance programs at October 1, 2016 , based on the estimated fair values of the livestock supplier's net tangible assets on that date, aggregated to approximately \$380 million , or approximately \$378 million remaining maximum commitment after netting the cash flow assistance related receivables.

## RECENTLY ISSUED/ADOPTED ACCOUNTING PRONOUNCEMENTS

Refer to the discussion under Part II, Item 8, Notes to Consolidated Financial Statements, Note 1: Business and Summary of Significant Accounting Policies and Note 2: Changes in Accounting Principles.

## CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements requires us to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The following is a summary of certain accounting estimates we consider critical.

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
<b>Contingent liabilities</b>		
We are subject to lawsuits, investigations and other claims related to wage and hour/labor, environmental, product, taxing authorities and other matters, and are required to assess the likelihood of any adverse judgments or outcomes to these matters, as well as potential ranges of probable losses.	Our contingent liabilities contain uncertainties because the eventual outcome will result from future events, and determination of current reserves requires estimates and judgments related to future changes in facts and circumstances, differing interpretations of the law and assessments of the amount of damages, and the effectiveness of strategies or other factors beyond our control.	We have not made any material changes in the accounting methodology used to establish our contingent liabilities during the past three fiscal years.
A determination of the amount of reserves and disclosures required, if any, for these contingencies is made after considerable analysis of each individual issue. We accrue for contingent liabilities when an assessment of the risk of loss is probable and can be reasonably estimated. We disclose contingent liabilities when the risk of loss is reasonably possible or probable.		We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate our contingent liabilities. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to gains or losses that could be material.
<b>Marketing, advertising and promotion costs</b>		
We promote our products with marketing, advertising, trade promotions, and consumer incentives. These programs include, but are not limited to, coupons, discounts, rebates, volume-based incentives, cooperative advertising, and other programs.	Recognition of the costs related to these programs contains uncertainties due to judgment required in estimating the potential performance, utilization and redemption rates of each program.	We have not made any material changes in the accounting methodology used to establish our marketing, advertising, and promotion accruals during the past three fiscal years.
Marketing, advertising, and promotion costs are charged to operations in the period incurred. We accrue costs based on the estimated performance, historical utilization and redemption rates of each program.	These estimates are based on many factors, including experience of similar promotional programs.	We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate our marketing, advertising, and promotion accruals. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to gains or losses that could be material.
Cash consideration given to customers is considered a reduction in the price of our products, thus recorded as a reduction to sales. The remainder of marketing, advertising and promotion costs is recorded as a selling, general and administrative expense.		A 10% change in our marketing, advertising, and promotion accruals at October 1, 2016, would impact pretax earnings by approximately \$21 million.

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
<b>Accrued self-insurance</b>		
<p>We are self-insured for certain losses related to health and welfare, workers' compensation, auto liability and general liability claims.</p>	<p>Our self-insurance liability contains uncertainties due to assumptions required and judgment used.</p>	<p>We have not made any material changes in the accounting methodology used to establish our self-insurance liability during the past three fiscal years.</p>
<p>We use an independent third-party actuary to assist in determining our self-insurance liability. We and the actuary consider a number of factors when estimating our self-insurance liability, including claims experience, demographic factors, severity factors and other actuarial assumptions.</p>	<p>Costs to settle our obligations, including legal and healthcare costs, could increase or decrease causing estimates of our self-insurance liability to change.</p>	<p>We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate our self-insurance liability. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to gains or losses that could be material.</p>
<p>We periodically review our estimates and assumptions with our third-party actuary to assist us in determining the adequacy of our self-insurance liability. Our policy is to maintain an accrual within the central to high point of the actuarial range.</p>	<p>Incident rates, including frequency and severity, could increase or decrease causing estimates in our self-insurance liability to change.</p>	<p>A 10% increase in the actuarial estimate at October 1, 2016, would result in an increase in the amount we recorded for our self-insurance liability of approximately \$23 million. A 10% decrease in the actuarial estimate at October 1, 2016, would result in a decrease in the amount we recorded for our self-insurance liability of approximately \$8 million.</p>

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
<b>Defined benefit pension plans</b>		
<p>We sponsor nine defined benefit pension plans that provide retirement benefits to certain employees. We also participate in a multi-employer plan that provides defined benefits to certain employees covered by collective bargaining agreements. Such plans are usually administered by a board of trustees composed of the management of the participating companies and labor representatives.</p>	<p>Our defined benefit pension plans contain uncertainties due to assumptions required and judgments used.</p>	<p>We have not made any material changes in the accounting methodology used to establish our pension obligations and net periodic benefit cost during the past three fiscal years.</p>
<p>We use independent third-party actuaries to assist us in determining our pension obligations and net periodic benefit cost. We and the actuaries review assumptions that include estimates of the present value of the projected future pension payment to all plan participants, taking into consideration the likelihood of potential future events such as salary increases and demographic experience. We accumulate and amortize the effect of actuarial gains and losses over future periods.</p>	<p>The key assumptions used in developing the required estimates include such factors as discount rates, expected returns on plan assets, retirement rates, and mortality. These assumptions can have a material impact upon the funded status and the net periodic benefit cost.</p>	<p>We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate our pension obligations and net periodic benefit cost. However, if actual results are not consistent with our estimates or assumptions, they are accumulated and amortized over future periods and, therefore generally affect the net periodic benefit cost in future periods.</p>
<p>Net periodic benefit cost for the defined benefit pension plans was \$18 million in fiscal 2016. The projected benefit obligation was \$1,776 million at the end of fiscal 2016. Unrecognized actuarial loss was \$72 million at the end of fiscal 2016. We currently expect net periodic benefit cost for fiscal 2017 to be approximately \$26 million.</p>	<p>The discount rates were determined using a cash flow matching technique whereby the rates of a yield curve, developed from high-quality debt securities, were applied to the benefit obligations to determine the appropriate discount rate. In determining the long-term rate of return on plan assets, we first examined historical rates of return for the various asset classes within the plans. We then determined a long-term projected rate-of-return based on expected returns. Investment, management and other fees paid out of plan assets are factored into the determination of asset return assumptions. Retirement rates are based primarily on actual plan experience, while standard actuarial tables are used to estimate mortality.</p>	<p>A 1% increase in the discount rate at October 1, 2016, would result in a decrease in the projected benefit obligation and net periodic benefit cost of approximately \$203 million and \$5 million, respectively. A 1% decrease in the discount rate at October 1, 2016, would result in an increase in the projected benefit obligation and net periodic benefit cost of approximately \$250 million and \$12 million, respectively.</p>
<p>Plan assets are currently comprised of approximately 85% fixed income securities and 10% equity securities. Fixed income securities can include, but are not limited to, direct bond investments and pooled or indirect bond investments. Other investments may include, but are not limited to, international and domestic equities, real estate, commodities and private equity.</p>	<p>It is reasonably likely that changes in external factors will result in changes to the assumptions used to measure pension obligations and net periodic benefit cost in future periods.</p>	<p>A 1% change in the return on plan assets at October 1, 2016, would impact the net periodic benefit cost by approximately \$14 million.</p>
<p>We expect to contribute approximately \$40 million of cash to our pension plans in fiscal 2017. The exact amount of cash contributions made to pension plans in any year is dependent upon a number of factors, including minimum funding requirements.</p>	<p>The risks of participating in multiemployer plans are different from single-employer plans. The net pension cost of the multiemployer plans is equal to the annual contribution determined in accordance with the provisions of negotiated labor contracts. Assets contributed to such plans are not segregated or otherwise restricted to provide benefits only to our employees. The future cost of these plans is dependent on a number of factors including the funded status of the plans and the ability of the other participating companies to meet ongoing funding obligations.</p>	<p>The sensitivities reflect the impact of changing one assumption at a time with the remaining assumptions held constant. Economic factors and conditions often affect multiple assumptions simultaneously and that the effect of changes in assumptions are not necessarily linear.</p>



Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
<b>Income taxes</b>		
We estimate total income tax expense based on statutory tax rates and tax planning opportunities available to us in various jurisdictions in which we earn income.	Changes in tax laws and rates could affect recorded deferred tax assets and liabilities in the future.	We do not believe there is a reasonable likelihood there will be a material change in the tax related balances or valuation allowances. However, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the current estimate of the tax liabilities.
Federal income tax includes an estimate for taxes on earnings of foreign subsidiaries expected to be taxable upon remittance to the United States, except for earnings considered to be indefinitely invested in the foreign subsidiary.	Changes in projected future earnings could affect the recorded valuation allowances in the future.	
	Our calculations related to income taxes contain uncertainties due to judgment used to calculate tax liabilities in the application of complex tax regulations across the tax jurisdictions where we operate.	To the extent we prevail in matters for which unrecognized tax benefit liabilities have been established, or are required to pay amounts in excess of our recorded unrecognized tax benefit liabilities, our effective tax rate in a given financial statement period could be materially affected. An unfavorable tax settlement would require use of our cash and generally result in an increase in our effective tax rate in the period of resolution. A favorable tax settlement would generally be recognized as a reduction in our effective tax rate in the period of resolution.
Deferred income taxes are recognized for the future tax effects of temporary differences between financial and income tax reporting using tax rates in effect for the years in which the differences are expected to reverse.	Our analysis of unrecognized tax benefits contains uncertainties based on judgment used to apply the more likely than not recognition and measurement thresholds.	
Valuation allowances are recorded when it is likely a tax benefit will not be realized for a deferred tax asset.		
We record unrecognized tax benefit liabilities for known or anticipated tax issues based on our analysis of whether, and the extent to which, additional taxes will be due.		
<b>Impairment of long-lived assets and definite life intangibles</b>		
Long-lived assets and definite life intangibles are evaluated for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable. Examples include a significant adverse change in the extent or manner in which we use the asset, a change in its physical condition, or an unexpected change in financial performance.	Our impairment analysis contains uncertainties due to judgment in assumptions, including useful lives of assets, forecasted sales, operating margins, growth rates, royalty rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data that reflects the risk inherent in future cash flows to determine fair value.	We have not made any material changes in the accounting methodology used to evaluate the impairment of long-lived assets or definite life intangibles during the last three fiscal years.
When evaluating long-lived assets and definite life intangibles for impairment, we compare the carrying value of the asset to the asset's estimated undiscounted future cash flows. An impairment is indicated if the estimated future cash flows are less than the carrying value of the asset. For assets held for sale, we compare the carrying value of the disposal group to fair value. The impairment is the excess of the carrying value over the fair value of the asset.		We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate impairments of long-lived assets or definite life intangibles. However, if actual results are not consistent with our estimates and assumptions used to calculate estimated future cash flows, we may be exposed to impairment losses that could be material.
We recorded impairment charges related to long-lived assets and definite life intangibles of \$45 million, \$262 million and \$107 million, in fiscal 2016, 2015 and 2014, respectively.		We periodically conduct projects to strategically evaluate optimization of such items as network capacity and manufacturing efficiencies. Additionally, we continue to evaluate our international operations and strategies. If we have a significant change in strategies, outlook, or a manner in which we plan to use these assets, we may be exposed to future impairments.

## Impairment of goodwill and indefinite life intangible assets

**Description:** Goodwill is evaluated for impairment by first performing a qualitative assessment to determine whether a quantitative goodwill test is necessary. If it is determined, based on qualitative factors, the fair value of the reporting unit may be more likely than not less than carrying amount or if significant changes to macro-economic factors related to the reporting unit have occurred that could materially impact fair value, a quantitative goodwill impairment test would be required. We can elect to forgo the qualitative assessment and perform the quantitative test.

The quantitative goodwill impairment test is performed using a two-step process. The first step is to identify if a potential impairment exists by comparing the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not considered to have a potential impairment and the second step of the quantitative impairment test is not necessary. However, if the carrying amount of a reporting unit exceeds its fair value, the second step is performed to determine if goodwill is impaired and to measure the amount of impairment loss to recognize, if any.

The second step compares the implied fair value of goodwill with the carrying amount of goodwill. If the implied fair value of goodwill exceeds the carrying amount, then goodwill is not considered impaired. However, if the carrying amount of goodwill exceeds the implied fair value, an impairment loss is recognized in an amount equal to that excess.

The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination (i.e., the fair value of the reporting unit is allocated to all the assets and liabilities, including any unrecognized intangible assets, as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was determined as the exit price a market participant would pay for the same business).

For indefinite life intangible assets, a qualitative assessment can also be performed to determine whether the existence of events and circumstances indicates it is more likely than not an intangible asset is impaired. Similar to goodwill, we can also elect to forgo the qualitative test for indefinite life intangible assets and perform the quantitative test. Upon performing the quantitative test, if the carrying value of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. We elected to forgo the qualitative assessments on our indefinite life intangible assets for the fiscal 2016 impairment test.

We have elected to make the first day of the fourth quarter the annual impairment assessment date for goodwill and indefinite life intangible assets. However, we could be required to evaluate the recoverability of goodwill and indefinite life intangible assets prior to the required annual assessment if, among other things, we experience disruptions to the business, unexpected significant declines in operating results, divestiture of a significant component of the business or a sustained decline in market capitalization.

**Judgments and Uncertainties:** We estimate the fair value of our reporting units, using various valuation techniques, with the primary technique being a discounted cash flow analysis, which uses significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy. A discounted cash flow analysis requires us to make various judgmental assumptions about sales, operating margins, growth rates and discount rates.

We include assumptions about sales, operating margins and growth rates which consider our budgets, business plans and economic projections, and are believed to reflect market participant views which would exist in an exit transaction. Assumptions are also made for varying perpetual growth rates for periods beyond the long-term business plan period. Generally, we utilize normalized operating margin assumptions based on future expectations and operating margins historically realized in the reporting units' industries.

The fair value of our indefinite life intangible assets is calculated principally using relief-from-royalty and multi-period excess earnings valuation approaches, which uses significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy, and is believed to reflect market participant views which would exist in an exit transaction. Under these valuation approaches, we are required to make estimates and assumptions about sales, operating margins, growth rates, royalty rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data.

Our impairment analysis contains uncertainties due to uncontrollable events that could positively or negatively impact the anticipated future economic and operating conditions.

**Effect if Actual Results Differ From Assumptions:** We have not made any material changes in the accounting methodology used to evaluate impairment of goodwill and intangible assets during the last three years.

During fiscal 2016, 2015 and 2014, all of our material reporting units that underwent a quantitative test passed the first step of the goodwill impairment analysis and therefore, the second step was not necessary. In fiscal 2015, we recorded a \$23 million full impairment of an immaterial reporting unit's goodwill.

Some of the inherent estimates and assumptions used in determining fair value of the reporting units and indefinite life intangible assets are outside the control of management, including interest rates, cost of capital, tax rates and credit ratings. While we believe we have made reasonable estimates and assumptions to calculate the fair value of the reporting units and indefinite life intangibles, it is possible a material change could occur. If our actual results are not consistent with our estimates and assumptions used to calculate fair value, we may be required to perform the second step, which could result in additional material impairments of our goodwill.

All of our material reporting units' estimated fair value exceeded their carrying value by more than 20% at the date of their most recent estimated fair value determination. Consequently, we do not currently consider any of our material reporting units at significant risk of failing the first step of the annual goodwill impairment test.

The discount rate used in our annual goodwill impairment test decreased to 6.2% in fiscal 2016 from 6.8% in fiscal 2015. Discount rates continue to be low compared to historical levels. A 38% increase in the discount rate would have caused our Prepared Foods reporting unit, with \$4,005 million of goodwill at October 1, 2016, to fail the first step of the goodwill impairment step and may have resulted in a material impairment upon completion of the second step.

We did not have material indefinite life intangible assets prior to the acquisition of Hillshire Brands in August 2014. Our fiscal 2016 and 2015 indefinite life intangible assets impairment analyses did not result in an impairment charge. All indefinite life intangible assets' estimated fair value exceeded their carrying value by more than 20% at the date of their most recent estimated fair value determination. Consequently, we do not currently consider any of our material indefinite life intangible assets at significant risk of impairment.

The discount rate used in our annual indefinite life intangible assets impairment test was 7.9% in fiscal 2016 and 8.0% in fiscal 2015. A 20% increase in the discount rate would have caused the carrying value of two intangible assets, which have a combined carrying value of \$2,476 million, to exceed fair value.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk relating to our operations results primarily from changes in commodity prices, interest rates and foreign exchange rates, as well as credit risk concentrations. To address certain of these risks, we enter into various derivative transactions as described below. If a derivative instrument is accounted for as a hedge, depending on the nature of the hedge, changes in the fair value of the instrument either will be offset against the change in fair value of the hedged assets, liabilities or firm commitments through earnings, or be recognized in other comprehensive income (loss) until the hedged item is recognized in earnings. The ineffective portion of an instrument's change in fair value is recognized immediately. Additionally, we hold certain positions, primarily in grain and livestock futures that either do not meet the criteria for hedge accounting or are not designated as hedges. With the exception of normal purchases and normal sales that are expected to result in physical delivery, we record these positions at fair value, and the unrealized gains and losses are reported in earnings at each reporting date. Changes in market value of derivatives used in our risk management activities relating to forward sales contracts are recorded in sales. Changes in market value of derivatives used in our risk management activities surrounding inventories on hand or anticipated purchases of inventories are recorded in cost of sales.

The sensitivity analyses presented below are the measures of potential losses of fair value resulting from hypothetical changes in market prices related to commodities. Sensitivity analyses do not consider the actions we may take to mitigate our exposure to changes, nor do they consider the effects such hypothetical adverse changes may have on overall economic activity. Actual changes in market prices may differ from hypothetical changes.

**Commodities Risk:** We purchase certain commodities, such as grains and livestock in the course of normal operations. As part of our commodity risk management activities, we use derivative financial instruments, primarily futures and options, to reduce the effect of changing prices and as a mechanism to procure the underlying commodity. However, as the commodities underlying our derivative financial instruments can experience significant price fluctuations, any requirement to mark-to-market the positions that have not been designated or do not qualify as hedges could result in volatility in our results of operations. Contract terms of a hedge instrument closely mirror those of the hedged item providing a high degree of risk reduction and correlation. Contracts designated and highly effective at meeting this risk reduction and correlation criteria are recorded using hedge accounting. The following table presents a sensitivity analysis resulting from a hypothetical change of 10% in market prices as of October 1, 2016, and October 3, 2015, on the fair value of open positions. The fair value of such positions is a summation of the fair values calculated for each commodity by valuing each net position at quoted futures prices. The market risk exposure analysis included hedge and non-hedge derivative financial instruments.

Effect of 10% change in fair value		in millions	
		2016	2015
Livestock:			
Live Cattle	\$	5	\$ 13
Lean Hogs		7	12
Grain:			
Corn		26	3
Soy Meal		8	—

**Interest Rate Risk:** At October 1, 2016 , we had variable rate debt of \$ 1,357 million with a weighted average interest rate of 1.8% . A hypothetical 10% increase in interest rates effective at October 1, 2016 , and October 3, 2015 , would have a minimal effect on interest expense.

Additionally, changes in interest rates impact the fair value of our fixed-rate debt. At October 1, 2016 , we had fixed-rate debt of \$4,922 million with a weighted average interest rate of 4.3% . Market risk for fixed-rate debt is estimated as the potential increase in fair value, resulting from a hypothetical 10% decrease in interest rates. A hypothetical 10% decrease in interest rates would have increased the fair value of our fixed-rate debt by approximately \$ 71 million at October 1, 2016 , and \$87 million at October 3, 2015 . The fair values of our debt were estimated based on quoted market prices and/or published interest rates.

We have interest rate risk associated with our pension and post-retirement benefit obligations. Changes in interest rates impact the liabilities associated with these benefit plans as well as the amount of income or expense recognized for these plans. Declines in the value of the plan assets could diminish the funded status of the pension plans and potentially increase the requirements to make cash contributions to these plans. See Part II, Item 8, Notes to Consolidated Financial Statements, Note 14: Pensions and Other Postretirement Benefits for additional information.

**Foreign Currency Risk:** We have foreign exchange exposure from fluctuations in foreign currency exchange rates primarily as a result of certain receivable and payable balances. The primary currencies we have exposure to are the Brazilian real, the British pound sterling, the Canadian dollar, the Chinese renminbi, the European euro, the Japanese yen and the Mexican peso. We periodically enter into foreign exchange forward and option contracts to hedge some portion of our foreign currency exposure. A hypothetical 10% change in foreign exchange rates effective at October 1, 2016 , and October 3, 2015 , related to the foreign exchange forward and option contracts would have a \$3 million impact on pretax income.

**Concentrations of Credit Risk:** Our financial instruments exposed to concentrations of credit risk consist primarily of cash equivalents and trade receivables. Our cash equivalents are in high quality securities placed with major banks and financial institutions. Concentrations of credit risk with respect to receivables are limited due to our large number of customers and their dispersion across geographic areas. We perform periodic credit evaluations of our customers' financial condition and generally do not require collateral. At October 1, 2016 , and October 3, 2015 , 18.9% and 20.0% , respectively, of our net accounts receivable balance was due from Wal-Mart Stores, Inc. No other single customer or customer group represented greater than 10% of net accounts receivable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

**TYSON FOODS, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**

Three years ended October 1, 2016  
in millions, except per share data

	2016	2015	2014
Sales	\$ 36,881	\$ 41,373	\$ 37,580
Cost of Sales	32,184	37,456	34,895
Gross Profit	4,697	3,917	2,685
Selling, General and Administrative	1,864	1,748	1,255
Operating Income	2,833	2,169	1,430
Other (Income) Expense:			
Interest income	(6)	(9)	(7)
Interest expense	249	293	132
Other, net	(8)	(36)	53
Total Other (Income) Expense	235	248	178
Income before Income Taxes	2,598	1,921	1,252
Income Tax Expense	826	697	396
Net Income	1,772	1,224	856
Less: Net Income (Loss) Attributable to Noncontrolling Interests	4	4	(8)
Net Income Attributable to Tyson	\$ 1,768	\$ 1,220	\$ 864
Weighted Average Shares Outstanding:			
Class A Basic	315	335	284
Class B Basic	70	70	70
Diluted	390	413	364
Net Income Per Share Attributable to Tyson:			
Class A Basic	\$ 4.67	\$ 3.06	\$ 2.48
Class B Basic	\$ 4.24	\$ 2.79	\$ 2.26
Diluted	\$ 4.53	\$ 2.95	\$ 2.37
Dividends Declared Per Share:			
Class A	\$ 0.650	\$ 0.425	\$ 0.325
Class B	\$ 0.585	\$ 0.383	\$ 0.294

See accompanying notes.

**TYSON FOODS, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

Three years ended October 1, 2016

in millions

	2016	2015	2014
Net Income	\$ 1,772	\$ 1,224	\$ 856
Other Comprehensive Income (Loss), Net of Taxes:			
Derivatives accounted for as cash flow hedges	(1)	2	1
Investments	—	(1)	4
Currency translation	4	36	(30)
Postretirement benefits	42	20	(14)
Total Other Comprehensive Income (Loss), Net of Taxes	45	57	(39)
Comprehensive Income	1,817	1,281	817
Less: Comprehensive Income Attributable to Noncontrolling Interests	4	4	(8)
Comprehensive Income Attributable to Tyson	\$ 1,813	\$ 1,277	\$ 825

See accompanying notes.

**TYSON FOODS, INC.**  
**CONSOLIDATED BALANCE SHEETS**

October 1, 2016, and October 3, 2015  
in millions, except share and per share data  
2016 2015

<b>Assets</b>			
Current Assets:			
Cash and cash equivalents	\$	349	\$ 688
Accounts receivable, net		1,542	1,620
Inventories		2,732	2,878
Other current assets		265	195
Total Current Assets		4,888	5,381
Net Property, Plant and Equipment		5,170	5,176
Goodwill		6,669	6,667
Intangible Assets		5,084	5,168
Other Assets		562	577
Total Assets	\$	22,373	\$ 22,969
<b>Liabilities and Shareholders' Equity</b>			
Current Liabilities:			
Current debt	\$	79	\$ 715
Accounts payable		1,511	1,662
Other current liabilities		1,172	1,158
Total Current Liabilities		2,762	3,535
Long-Term Debt		6,200	5,975
Deferred Income Taxes		2,545	2,449
Other Liabilities		1,242	1,304
Commitments and Contingencies (Note 19)			
Shareholders' Equity:			
Common stock (\$0.10 par value):			
Class A-authorized 900 million shares, issued 364 million shares		36	35
Convertible Class B-authorized 900 million shares, issued 70 million shares		7	7
Capital in excess of par value		4,355	4,307
Retained earnings		8,348	6,813
Accumulated other comprehensive loss		(45)	(90)
Treasury stock, at cost – 73 million shares at October 1, 2016, and 47 million shares at October 3, 2015		(3,093)	(1,381)
Total Tyson Shareholders' Equity		9,608	9,691
Noncontrolling Interests		16	15
Total Shareholders' Equity		9,624	9,706
Total Liabilities and Shareholders' Equity	\$	22,373	\$ 22,969

See accompanying notes.

**TYSON FOODS, INC.**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

Three years ended October 1, 2016  
in millions

	2016		2015		2014	
	Shares	Amount	Shares	Amount	Shares	Amount
Class A Common Stock:						
Balance at beginning of year	346	\$ 35	346	\$ 35	322	\$ 32
Issuance of Class A common stock	18	1	—	—	24	3
Balance at end of year	364	36	346	35	346	35
Class B Common Stock:						
Balance at beginning and end of year	70	7	70	7	70	7
Capital in Excess of Par Value:						
Balance at beginning of year		4,307		4,257		2,292
Issuance of Class A common stock		—		—		870
Issuance of tangible equity units		—		—		1,255
Convertible debt settlement		—		—		(248)
Convertible note hedge settlement		—		—		341
Warrant settlement		—		—		(289)
Stock-based compensation		48		50		36
Balance at end of year		4,355		4,307		4,257
Retained Earnings:						
Balance at beginning of year		6,813		5,748		4,999
Net income attributable to Tyson		1,768		1,220		864
Dividends		(233)		(155)		(115)
Balance at end of year		8,348		6,813		5,748
Accumulated Other Comprehensive Income (Loss), Net of Tax:						
Balance at beginning of year		(90)		(147)		(108)
Other Comprehensive Income (Loss)		45		57		(39)
Balance at end of year		(45)		(90)		(147)
Treasury Stock:						
Balance at beginning of year	47	(1,381)	40	(1,010)	48	(1,021)
Purchase of Class A common stock	32	(1,944)	12	(495)	8	(295)
Convertible debt settlement	—	—	—	—	(12)	248
Convertible note hedge settlement	—	—	—	—	12	(341)
Warrant settlement	—	—	—	—	(12)	289
Stock-based compensation	(6)	232	(5)	124	(4)	110
Balance at end of year	73	(3,093)	47	(1,381)	40	(1,010)
Total Shareholders' Equity Attributable to Tyson		\$ 9,608		\$ 9,691		\$ 8,890
Equity Attributable to Noncontrolling Interests:						
Balance at beginning of year		\$ 15		\$ 14		\$ 32
Net income (loss) attributable to noncontrolling interests		4		4		(8)
Contributions by noncontrolling interest		—		—		—
Distributions to noncontrolling interest		(3)		(1)		(11)
Net foreign currency translation adjustment and other		—		(2)		1
Total Equity Attributable to Noncontrolling Interests		\$ 16		\$ 15		\$ 14
Total Shareholders' Equity		\$ 9,624		\$ 9,706		\$ 8,904

See accompanying notes.





**TYSON FOODS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

Three years ended October 1, 2016

in millions

	2016	2015	2014
Cash Flows From Operating Activities:			
Net income	\$ 1,772	\$ 1,224	\$ 856
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation	617	609	494
Amortization	88	102	36
Deferred income taxes	84	38	(105)
Convertible debt discount	—	—	(92)
Gain on dispositions of businesses	—	(177)	—
Impairment of assets	45	285	107
Share-based compensation expense	81	69	51
Other, net	(34)	71	(20)
(Increase) decrease in accounts receivable	73	66	(93)
(Increase) decrease in inventories	148	220	(148)
Increase (decrease) in accounts payable	(130)	(162)	202
Increase (decrease) in income taxes payable/receivable	(19)	177	(133)
Increase (decrease) in interest payable	(1)	(23)	5
Net changes in other operating assets and liabilities	(8)	71	18
Cash Provided by Operating Activities	2,716	2,570	1,178
Cash Flows From Investing Activities:			
Additions to property, plant and equipment	(695)	(854)	(632)
Purchases of marketable securities	(46)	(38)	(18)
Proceeds from sale of marketable securities	37	52	33
Acquisitions, net of cash acquired	—	—	(8,193)
Proceeds from sale of businesses	—	539	—
Other, net	20	31	10
Cash Used for Investing Activities	(684)	(270)	(8,800)
Cash Flows From Financing Activities:			
Payments on debt	(714)	(1,995)	(639)
Proceeds from issuance of long-term debt	1	501	5,576
Borrowings on revolving credit facility	1,065	1,345	—
Payments on revolving credit facility	(765)	(1,345)	—
Proceeds from issuance of debt component of tangible equity units	—	—	205
Proceeds from issuance of common stock, net of issuance costs	—	—	873
Net proceeds from issuance of equity component of tangible equity units	—	—	1,255
Purchases of Tyson Class A common stock	(1,944)	(495)	(295)
Dividends	(216)	(147)	(104)
Stock options exercised	128	84	67
Other, net	68	17	(23)
Cash Provided by (Used for) Financing Activities	(2,377)	(2,035)	6,915
Effect of Exchange Rate Change on Cash	6	(15)	—
Increase (Decrease) in Cash and Cash Equivalents	(339)	250	(707)
Cash and Cash Equivalents at Beginning of Year	688	438	1,145
Cash and Cash Equivalents at End of Year	\$ 349	\$ 688	\$ 438

See accompanying notes.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**TYSON FOODS, INC.**

**NOTE 1: BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Description of Business:** Tyson Foods, Inc. (collectively, “Company,” “we,” “us” or “our”), founded in 1935 with world headquarters in Springdale, Arkansas, is one of the world's largest food companies with leading brands such as Tyson®, Jimmy Dean®, Hillshire Farm®, Sara Lee®, Ball Park®, Wright®, Aidells® and State Fair®. We are a recognized market leader in chicken, beef and pork as well as prepared foods, including bacon, breakfast sausage, turkey, lunchmeat, hot dogs, pizza crusts and toppings, tortillas and desserts.

**Consolidation:** The consolidated financial statements include the accounts of all wholly-owned subsidiaries, as well as majority-owned subsidiaries over which we exercise control and, when applicable, entities for which we have a controlling financial interest or variable interest entities for which we are the primary beneficiary. All significant intercompany accounts and transactions have been eliminated in consolidation.

**Fiscal Year:** We utilize a 52- or 53-week accounting period ending on the Saturday closest to September 30. The Company’s accounting cycle resulted in a 52-week year for fiscal 2016 and fiscal 2014 and a 53-week year for fiscal 2015 .

**Cash and Cash Equivalents:** Cash equivalents consist of investments in short-term, highly liquid securities having original maturities of three months or less, which are made as part of our cash management activity. The carrying values of these assets approximate their fair values. We primarily utilize a cash management system with a series of separate accounts consisting of lockbox accounts for receiving cash, concentration accounts where funds are moved to, and several zero-balance disbursement accounts for funding payroll, accounts payable, livestock procurement, grower payments, etc. As a result of our cash management system, checks issued, but not presented to the banks for payment, may result in negative book cash balances. These negative book cash balances are included in accounts payable and other current liabilities. At October 1, 2016 , and October 3, 2015 , checks outstanding in excess of related book cash balances totaled approximately \$261 million and \$257 million , respectively.

**Accounts Receivable:** We record accounts receivable at net realizable value. This value includes an appropriate allowance for estimated uncollectible accounts to reflect any loss anticipated on the accounts receivable balances and charged to the provision for doubtful accounts. We calculate this allowance based on our history of write-offs, level of past due accounts and relationships with and economic status of our customers. At October 1, 2016 , and October 3, 2015 , our allowance for uncollectible accounts was \$33 million and \$27 million , respectively. We generally do not have collateral for our receivables, but we do periodically evaluate the credit worthiness of our customers.

**Inventories:** Processed products, livestock and supplies and other are valued at the lower of cost or market. Cost includes purchased raw materials, live purchase costs, growout costs (primarily feed, grower pay and catch and haul costs), labor and manufacturing and production overhead, which are related to the purchase and production of inventories.

In fiscal 2016, 61% of the cost of inventories was determined by the first-in, first-out ("FIFO") method as compared to 63% in fiscal 2015. The remaining cost of inventories for both years is determined by the weighted-average method.

The following table reflects the major components of inventory at October 1, 2016 , and October 3, 2015 :

	in millions	
	2016	2015
Processed products	\$ 1,530	\$ 1,631
Livestock	772	831
Supplies and other	430	416
Total inventory	\$ 2,732	\$ 2,878

**Property, Plant and Equipment:** Property, plant and equipment are stated at cost and generally depreciated on a straight-line method over the estimated lives for buildings and leasehold improvements of 10 to 33 years , machinery and equipment of three to 12 years and land improvements and other of three to 20 years . Major repairs and maintenance costs that significantly extend the useful life of the related assets are capitalized. Normal repairs and maintenance costs are charged to operations.

We review the carrying value of long-lived assets at each balance sheet date if indication of impairment exists. Recoverability is assessed using undiscounted cash flows based on historical results and current projections of earnings before interest, taxes, depreciation and amortization. We measure impairment as the excess of carrying value over the fair value of an asset. The fair value of an asset is measured using discounted cash flows including market participant assumptions of future operating results and discount rates.

**Goodwill and Intangible Assets:** Definite life intangibles are initially recorded at fair value and amortized over the estimated period of benefit. Brands and trademarks are generally based on the straight-line method over 20 years or less. Customer relationships are generally amortized over seven to 17 years based on the pattern of revenue expected to be generated from the use of the asset. Amortization expense is generally recognized in selling, general, and administrative expense. We review the carrying value of definite life intangibles at each balance sheet date if indication of impairment exists. Recoverability is assessed using undiscounted cash flows based on historical results and current projections of earnings before interest, taxes, depreciation and amortization. We measure impairment as the excess of carrying value over the fair value of the definite life intangible asset. We use various valuation techniques to estimate fair value, with the primary techniques being discounted cash flows, relief-from-royalty and multi-period excess earnings valuation approaches, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy. Under these valuation approaches, we are required to make estimates and assumptions about sales, operating margins, growth rates, royalty rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data.

Goodwill and indefinite life intangible assets are initially recorded at fair value and not amortized, but are reviewed for impairment at least annually or more frequently if impairment indicators arise. Our goodwill is allocated by reporting unit and is evaluated for impairment by first performing a qualitative assessment to determine whether a quantitative goodwill test is necessary. If it is determined, based on qualitative factors, the fair value of the reporting unit may be more likely than not less than carrying amount, or if significant changes to macro-economic factors related to the reporting unit have occurred that could materially impact fair value, a quantitative goodwill impairment test would be required. Additionally, we can elect to forgo the qualitative assessment and perform the quantitative test.

The first step of the quantitative test is to identify if a potential impairment exists by comparing the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not considered to have a potential impairment and the second step of the quantitative impairment test is not necessary. However, if the carrying amount of a reporting unit exceeds its fair value, the second step is performed to determine if goodwill is impaired and to measure the amount of impairment loss to recognize, if any. The second step compares the implied fair value of goodwill with the carrying amount of goodwill. If the implied fair value of goodwill exceeds the carrying amount, then goodwill is not considered impaired. However, if the carrying amount of goodwill exceeds the implied fair value, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination (i.e., the fair value of the reporting unit is allocated to all the assets and liabilities, including any unrecognized intangible assets, as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was determined as the exit price a market participant would pay for the same business). We have elected to make the first day of the fourth quarter the annual impairment assessment date for goodwill and indefinite life intangible assets.

We estimate the fair value of our reporting units using a discounted cash flow analysis, which uses significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy. This analysis requires us to make various judgmental estimates and assumptions about sales, operating margins, growth rates and discount factors and is believed to reflect market participant views which would exist in an exit transaction. Generally, we utilize normalized operating margin assumptions based on future expectations and operating margins historically realized in the reporting units' industries. Some of the inherent estimates and assumptions used in determining fair value of the reporting units are outside the control of management, including interest rates, cost of capital, tax rates and credit ratings. While we believe we have made reasonable estimates and assumptions to calculate the fair value of the reporting units, it is possible a material change could occur. If our actual results are not consistent with our estimates and assumptions used to calculate fair value, we may be required to perform the second step of the quantitative test in future years, which could result in material impairments of our goodwill.

The discount rate used in our annual goodwill impairment test decreased to 6.2% in fiscal 2016 from 6.8% in fiscal 2015. The discount rate used in our indefinite life intangible test decreased to 7.9% in fiscal 2016 from 8.0% in fiscal 2015.

During fiscal 2016, 2015 and 2014, all of our material reporting units that underwent a quantitative test passed the first step of the goodwill impairment analysis and therefore, the second step was not necessary. In fiscal 2015, we recorded a \$23 million full impairment of an immaterial reporting unit's goodwill.

For our indefinite life intangible assets, a qualitative assessment can also be performed to determine whether the existence of events and circumstances indicates it is more likely than not an intangible asset is impaired. Similar to goodwill, we can also elect to forgo the qualitative test for indefinite life intangible assets and perform the quantitative test. Upon performing the quantitative test, if the carrying value of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

The fair value of our indefinite life intangible assets is calculated principally using relief-from-royalty and multi-period excess earnings valuation approaches, which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy, and is believed to reflect market participant views which would exist in an exit transaction. Under these valuation approaches, we are required to make estimates and assumptions about sales, operating margins, growth rates, royalty rates and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data.

**Investments:** We have investments in joint ventures and other entities. We generally use the cost method of accounting when our voting interests are less than 20 percent. We use the equity method of accounting when our voting interests are in excess of 20 percent and we do not have a controlling interest or a variable interest in which we are the primary beneficiary. Investments in joint ventures and other entities are reported in the Consolidated Balance Sheets in Other Assets.

We also have investments in marketable debt securities. We have determined all of our marketable debt securities are available-for-sale investments. These investments are reported at fair value based on quoted market prices as of the balance sheet date, with unrealized gains and losses, net of tax, recorded in other comprehensive income. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization is recorded in interest income. The cost of securities sold is based on the specific identification method. Realized gains and losses on the sale of debt securities and declines in value judged to be other than temporary are recorded on a net basis in other income. Interest and dividends on securities classified as available-for-sale are recorded in interest income.

**Accrued Self-Insurance:** We use a combination of insurance and self-insurance mechanisms in an effort to mitigate the potential liabilities for health and welfare, workers' compensation, auto liability and general liability risks. Liabilities associated with our risks retained are estimated, in part, by considering claims experience, demographic factors, severity factors and other actuarial assumptions.

**Other Current Liabilities:** Other current liabilities at October 1, 2016, and October 3, 2015, include:

	in millions	
	2016	2015
Accrued salaries, wages and benefits	\$ 563	\$ 478
Accrued marketing, advertising and promotion expense	212	192
Other	397	488
Total other current liabilities	\$ 1,172	\$ 1,158

**Defined Benefit Plans:** We recognize the funded status of defined pension and postretirement plans in the Consolidated Balance Sheets. The funded status is measured as the difference between the fair value of the plan assets and the benefit obligation. We measure our plan assets and liabilities at the end of our fiscal year. For a defined benefit pension plan, the benefit obligation is the projected benefit obligation; for any other defined benefit postretirement plan, such as a retiree health care plan, the benefit obligation is the accumulated postretirement benefit obligation. Any overfunded status is recognized as an asset and any underfunded status is recognized as a liability. Any transitional asset/liability, prior service cost or actuarial gain/loss that has not yet been recognized as a component of net periodic cost is recognized in accumulated other comprehensive income. Accumulated other comprehensive income will be adjusted as these amounts are subsequently recognized as a component of net periodic benefit costs in future periods.

**Derivative Financial Instruments:** We purchase certain commodities, such as grains and livestock in the course of normal operations. As part of our commodity risk management activities, we use derivative financial instruments, primarily futures and options, to reduce our exposure to various market risks related to these purchases, as well as to changes in foreign currency exchange rates. Contract terms of a financial instrument qualifying as a hedge instrument closely mirror those of the hedged item, providing a high degree of risk reduction and correlation. Contracts designated and highly effective at meeting risk reduction and correlation criteria are recorded using hedge accounting. If a derivative instrument is accounted for as a hedge, changes in the fair value of the instrument will be offset either against the change in fair value of the hedged assets, liabilities or firm commitments through earnings or recognized in other comprehensive income (loss) until the hedged item is recognized in earnings. The ineffective portion of an instrument's change in fair value is immediately recognized in earnings as a component of cost of sales. Instruments we hold as part of our risk management activities that do not meet the criteria for hedge accounting are marked to fair value with unrealized gains or losses reported currently in earnings. Changes in market value of derivatives used in our risk management activities relating to forward sales contracts are recorded in sales, while changes surrounding inventories on hand or anticipated purchases of inventories or supplies are recorded in cost of sales. We generally do not hedge anticipated transactions beyond 18 months.

**Litigation Reserves:** There are a variety of legal proceedings pending or threatened against us. Accruals are recorded when it is probable a liability has been incurred and the amount of the liability can be reasonably estimated based on current law, progress of each case, opinions and views of legal counsel and other advisers, our experience in similar matters and intended response to the litigation. These amounts, which are not discounted and are exclusive of claims against third parties, are adjusted periodically as assessment efforts progress or additional information becomes available. We expense amounts for administering or litigating claims as incurred. Accruals for legal proceedings are included in Other current liabilities in the Consolidated Balance Sheets.

**Revenue Recognition:** We recognize revenue when title and risk of loss are transferred to customers, which is generally on delivery based on terms of sale. Revenue is recognized as the net amount estimated to be received after deducting estimated amounts for discounts, trade allowances and product returns.

**Freight Expense:** Freight expense associated with products shipped to customers is recognized in cost of sales.

**Marketing and Promotion Costs:** We promote our products with marketing, advertising, trade promotions, and consumer incentives, which include, but are not limited to, coupons, discounts, rebates, and volume-based incentives. Marketing and promotion expenses are charged to operations in the period incurred. Customer incentive and trade promotion activities are recorded as a reduction to sales based on amounts estimated as being due to customers, based primarily on historical utilization and redemption rates, while other marketing and promotional activities are recorded as selling, general and administrative expense.

**Advertising Expenses:** Advertising expense is charged to operations in the period incurred and is recorded as selling, general and administrative expense. Advertising expense totaled \$238 million, \$181 million and \$112 million in fiscal 2016, 2015 and 2014, respectively.

**Research and Development:** Research and development costs are expensed as incurred. Research and development costs totaled \$96 million, \$75 million and \$52 million in fiscal 2016, 2015 and 2014, respectively.

**Use of Estimates:** The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States, which require us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

**Recently Issued Accounting Pronouncements:**

In August 2016, the Financial Accounting Standards Board ("FASB") issued guidance which aims to eliminate diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2017, our fiscal 2019. Early adoption is permitted and the retrospective transition method should be applied. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

In March 2016, the FASB issued guidance which simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification of related amounts within the statement of cash flows and impact on earnings per share. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2016, our fiscal 2018. Early adoption is permitted and the application of the guidance requires various transition methods depending on the specific amendment. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

In February 2016, the FASB issued guidance which created new accounting and reporting guidelines for leasing arrangements. The guidance requires lessees to recognize a right-of-use asset and lease liability for all leases with terms of more than 12 months. Recognition, measurement and presentation of expenses and cash flows arising from a lease will depend on classification as a finance or operating lease. The guidance also requires qualitative and quantitative disclosures regarding the amount, timing, and uncertainty of cash flows arising from leases. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2018, our fiscal 2020. Early adoption is permitted and the modified retrospective method should be applied. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

In January 2016, the FASB issued guidance that requires most equity investments be measured at fair value, with subsequent changes in fair value recognized in net income. The guidance also impacts financial liabilities under the fair value option and the presentation and disclosure requirements on the classification and measurement of financial instruments. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2017, our fiscal 2019. It should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption, unless, equity securities do not have readily determinable fair values, in which case, the amendments should be applied prospectively. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

In July 2015, the FASB issued guidance which requires management to evaluate inventory at the lower of cost and net realizable value. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2016, our fiscal 2018. Early adoption is permitted and the prospective transition method should be applied. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

In April 2015, the FASB issued guidance on the recognition of fees paid by a customer for cloud computing arrangements. The guidance clarifies that if a cloud computing arrangement includes a software license, the customer should account for the software license consistent with the acquisition of other software licenses. If the arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2015, our fiscal 2017, and should be applied prospectively or retrospectively, of which we will apply prospectively. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

In February 2015, the FASB issued guidance changing the analysis procedures that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The new guidance affects the following areas: (1) limited partnerships and similar legal entities, (2) evaluating fees paid to a decision maker or a service provider as a variable interest, (3) the effect of fee arrangements on the primary beneficiary determination, (4) the effect of related parties on the primary beneficiary determination, and (5) certain investment funds. This guidance is effective for annual reporting periods and interim periods within those annual reporting periods, beginning after December 15, 2015, our fiscal 2017. Early adoption is permitted and the retrospective or modified retrospective transition method should be applied. This new guidance is not expected to have a material impact on our consolidated financial statements.

In May 2014, the FASB issued guidance changing the criteria for recognizing revenue. The guidance provides for a single five-step model to be applied to all revenue contracts with customers. The standard also requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. Companies have an option to use either a retrospective approach or cumulative effect adjustment approach to implement the standard. This guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2017, our fiscal 2019. Early adoption is permitted for fiscal years beginning after December 15, 2016, our fiscal 2018. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

## **NOTE 2: CHANGES IN ACCOUNTING PRINCIPLES**

In November 2015, the FASB issued guidance to simplify the presentation of deferred income taxes. The guidance requires that deferred tax liabilities and assets be classified as non-current in the balance sheet. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2016, our fiscal 2018, and may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. Early adoption is permitted. We early adopted this guidance, prospectively, for the year ended October 1, 2016. As a result, prior period balances were not retrospectively adjusted. The adoption did not have a material impact on our consolidated financial statements.

In May 2015, the FASB issued guidance which removes the requirement to categorize all investments within the fair value hierarchy for which fair values are measured using the net asset value (NAV) per share practical expedient. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2015, our fiscal 2017. Early adoption is permitted and the retrospective transition method should be applied. We early adopted this guidance, retrospectively, for the year ended October 1, 2016. As a result, investments that are measured using the NAV per share practical expedient have not been categorized in the fair value hierarchy as of October 1, 2016 and October 3, 2015. The adoption did not have a material impact on our consolidated financial statements.

In April 2015, the FASB issued guidance which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability; however, debt issuance costs related to revolving credit facilities will remain in other assets. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2015, our fiscal 2017, with early adoption permitted. We early adopted this guidance, retrospectively, for the year ended October 1, 2016. As a result, \$29 million and \$35 million of deferred issuance costs have been reclassified from Other Assets to Long-Term Debt in our Consolidated Balance Sheets as of October 1, 2016 and October 3, 2015, respectively.

In April 2015, the FASB issued guidance which allows entities with a fiscal year end that does not coincide with a calendar month end to make an accounting policy election to measure defined benefit plan assets and obligations as of the end of the month closest to their fiscal year end. The guidance is effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2015, our fiscal 2017. Early adoption is permitted and the prospective transition method should be applied. We early adopted this guidance, prospectively, for the year ended October 1, 2016. We have elected to measure the fair value of our defined benefit and other postretirement benefit plans as of the close of business on the Friday prior to our year-end. The adoption did not have a material impact on our consolidated financial statements.

## **NOTE 3: ACQUISITIONS AND DISPOSITIONS**

### Acquisitions

On August 28, 2014, we acquired all of the outstanding stock of The Hillshire Brands Company ("Hillshire Brands") as part of our strategic expansion initiative. The purchase price was equal to \$63.00 per share for Hillshire Brands' outstanding common stock, or \$8,081 million. In addition, we paid \$163 million in cash for breakage costs incurred by Hillshire Brands related to a previously announced acquisition. We funded the acquisition with existing cash on hand, net proceeds from the issuance of new senior notes, Class A common stock (Class A stock), and tangible equity units as well as borrowings under a new term loan facility (refer to Note 6: Debt and Note 7: Equity). Hillshire Brands' results from operations subsequent to the acquisition closing are included in the Prepared Foods segment.

During fiscal 2015, we recorded measurement period adjustments, which reduced goodwill by \$14 million, after obtaining additional information regarding, among other things, asset valuations and liabilities assumed. The amount was not considered material and therefore prior periods were not revised. The purchase price allocation was finalized during the fourth quarter of fiscal 2015.

We completed the allocation of goodwill to our segments in the fourth quarter of fiscal 2015 using the with-and-without approach of the synergy impact to fair value of our reporting units. The allocation of goodwill to our Chicken, Beef, Pork, and Prepared Foods segments was \$658 million, \$113 million, \$106 million and \$3,913 million, respectively. The fair value of this goodwill is not deductible for United States income tax purposes.

The following unaudited pro forma information presents the combined results of operations as if the acquisition of Hillshire Brands had occurred at the beginning of fiscal 2013. Hillshire Brands' pre-acquisition results have been added to our historical results. The pro forma results contained in the table below include adjustments for amortization of acquired intangibles, depreciation expense, interest expense related to the financing and related income taxes. Any potential cost savings or other operational efficiencies that could result from the acquisition are not included in these pro forma results.

These pro forma results have been prepared for comparative purposes only and are not necessarily indicative of the results of operations as they would have been had the acquisitions occurred on the assumed dates, nor is it necessarily an indication of future operating results.

in millions (unaudited)		
2014		
Pro forma sales	\$	41,311
Pro forma net income from continuing operations attributable to Tyson		1,047
Pro forma net income per diluted share from continuing operations attributable to Tyson	\$	2.50

During fiscal 2014 we acquired a value-added food business as part of our strategic expansion initiative, which is included in our Prepared Foods segment. The aggregate purchase price of the acquisition was \$56 million, which included \$12 million for Property, Plant and Equipment, \$27 million allocated to Intangible Assets and \$18 million allocated to Goodwill.

#### Dispositions

In fiscal 2014, we announced our plan to sell our Brazil and Mexico operations, which are included in Other for segment reporting, to JBS SA ("JBS") for \$575 million in cash less debt and other adjustments. As a result, we conducted an impairment test and recorded a \$39 million impairment charge in the fourth quarter of fiscal 2014 related to our Brazil operation. We completed the sale of the Brazil operation in the first quarter of fiscal 2015 and received net proceeds of \$148 million including working capital, net debt adjustments and cash transferred. The sale did not result in a significant gain or loss as the carrying value of the Brazil operation approximated the sales proceeds at the time of sale.

We completed the sale of the Mexico operation in the fourth quarter of fiscal 2015 and received net proceeds of approximately \$374 million including working capital, net debt adjustments and cash transferred. As a result of the sale, we recorded a pre-tax gain of \$161 million, which was reflected in Cost of Sales in our Consolidated Statements of Income. We utilized the net proceeds to retire the 2.75% senior notes due September 2015.

In the fourth quarter of fiscal 2015, to better align our overall production capacity with then-current cattle supplies, we ceased beef operations at our Denison, Iowa plant. As a result, we recorded \$12 million in closure and impairment charges during the fourth quarter of fiscal 2015. These charges impacted the Beef segment's operating income and were reflected in Cost of Sales in our Consolidated Statements of Income.

In the fourth quarter of fiscal 2015, we recorded a \$59 million impairment and other related charges associated with a Prepared Foods project designed to optimize the combined Tyson and Hillshire Brands network capacity and to enhance manufacturing efficiencies for the future. These charges were reflected in the Prepared Foods segment's operating income in the fourth quarter of fiscal 2015, of which \$49 million was included in the Consolidated Statements of Income in Cost of Sales and \$10 million was included in the Consolidated Statements of Income in Selling, General and Administrative. As a result of this project, we sold our Chicago, Illinois, hospitality plant in June 2016 and closed our Jefferson, Wisconsin, plant in July 2016. The sale of our Chicago, Illinois, plant and closure of our Jefferson, Wisconsin, plant did not have a significant impact on the Company's operating results.

In the third quarter of fiscal 2015, as part of our ongoing efforts to increase efficiencies in our Chicken business, we closed our Buena Vista, Georgia, plant. The closure costs did not have a significant impact on the Company's operating results.



In fiscal 2014, we recorded impairment charges of \$52 million related to the closure of three Prepared Foods plants. The Company's Cherokee, Iowa plant closed in September 2014 and the Buffalo, New York and Santa Teresa, New Mexico plants each closed in January 2015. Additionally, in April 2014, Hillshire Brands announced that it would discontinue all production at its Florence, Alabama plant. The plant closed in December 2014 and the closure costs did not have a significant impact on the Company's financial results.

In fiscal 2014, we sold our 50 percent ownership interest of Dynamic Fuels LLC (Dynamic Fuels) for \$30 million cash consideration at closing and up to \$35 million in future cash payments contingent on Dynamic Fuels' production volumes over a period of up to 11.5 years. Additionally as part of the terms of the sale, we were released from our guarantee of the \$100 million Gulf Opportunity Zone tax-exempt bonds, which were issued in October 2008 to fund a portion of the plant construction costs. Dynamic Fuels previously qualified as a variable interest entity which we consolidated, as we were the primary beneficiary. As a result of the sale, we deconsolidated Dynamic Fuels and recorded a gain of approximately \$3 million, which is reflected in Cost of Sales in our Consolidated Statements of Income. We will recognize the future contingent payments in income as the required volumes are produced.

#### NOTE 4: PROPERTY, PLANT AND EQUIPMENT

The following table reflects major categories of property, plant and equipment and accumulated depreciation at October 1, 2016, and October 3, 2015:

	in millions	
	2016	2015
Land	\$ 126	\$ 122
Building and leasehold improvements	3,662	3,581
Machinery and equipment	6,789	6,452
Land improvements and other	300	286
Buildings and equipment under construction	290	375
	11,167	10,816
Less accumulated depreciation	5,997	5,640
Net property, plant and equipment	\$ 5,170	\$ 5,176

Approximately \$871 million will be required to complete buildings and equipment under construction at October 1, 2016.

## NOTE 5: GOODWILL AND INTANGIBLE ASSETS

The following table reflects goodwill activity for fiscal 2016 and 2015 :

	in millions													
	Chicken		Beef		Pork	Prepared Foods	Other <sup>(a)</sup>	Unallocated	Consolidated					
<b>Balance at September 27, 2014</b>														
Goodwill	\$	907	\$	1,123	\$	317	\$	92	\$	57	\$	4,804	\$	7,300
Accumulated impairment losses		—		(560)		—		—		(34)		—		(594)
		907		563		317		92		23		4,804		6,706
Fiscal 2015 Activity:														
Measurement period adjustments		—		—		—		—		—		(14)		(14)
Allocation of acquired goodwill		658		113		106		3,913		—		(4,790)		—
Impairment losses		—		—		—		—		(23)		—		(23)
Currency translation and other		(2)		—		—		—		—		—		(2)
<b>Balance at October 3, 2015</b>														
Goodwill		1,563		1,236		423		4,005		57		—		7,284
Accumulated impairment losses		—		(560)		—		—		(57)		—		(617)
	\$	1,563	\$	676	\$	423	\$	4,005	\$	—	\$	—	\$	6,667
Fiscal 2016 Activity:														
Currency translation and other		2		—		—		—		—		—		2
<b>Balance at October 1, 2016</b>														
Goodwill		1,565		1,236		423		4,005		57		—		7,286
Accumulated impairment losses		—		(560)		—		—		(57)		—		(617)
	\$	1,565	\$	676	\$	423	\$	4,005	\$	—	\$	—	\$	6,669

(a) Other included the goodwill from our foreign chicken operation.

On August 28, 2014, we acquired and consolidated Hillshire Brands. The unallocated portion of goodwill at September 27, 2014, is attributable to our acquisition of Hillshire Brands. During fiscal 2015, we recorded measurement period adjustments, which reduced goodwill by \$14 million and completed the allocation of goodwill to our segments (see Note 3: Acquisitions and Dispositions).

The following table reflects intangible assets by type at October 1, 2016 , and October 3, 2015 :

	in millions	
	2016	2015
Amortizable intangible assets:		
Brands and trademarks	\$ 590	\$ 594
Customer relationships	564	564
Patents, intellectual property and other	114	115
Land use rights	9	9
Total gross amortizable intangible assets	\$ 1,277	\$ 1,282
Less accumulated amortization	271	192
Total net amortizable intangible assets	\$ 1,006	\$ 1,090
Brands and trademarks not subject to amortization	4,078	4,078
Total intangible assets	\$ 5,084	\$ 5,168

Amortization expense of \$80 million , \$92 million and \$26 million was recognized during fiscal 2016 , 2015 and 2014 , respectively. We estimate amortization expense on intangible assets for the next five fiscal years subsequent to October 1, 2016 , will be: 2017 - \$78 million ; 2018 - \$76 million ; 2019 - \$72 million ; 2020 - \$69 million ; 2021 - \$66 million .

**NOTE 6: DEBT**

The following table reflects major components of debt as of October 1, 2016 , and October 3, 2015 :

	in millions	
	2016	2015
Revolving credit facility	\$ 300	\$ —
Senior notes:		
6.60% Senior notes due April 2016 (2016 Notes)	—	638
7.00% Notes due May 2018	120	120
2.65% Notes due August 2019 (2019 Notes)	1,000	1,000
4.10% Notes due September 2020	284	285
4.50% Senior notes due June 2022 (2022 Notes)	1,000	1,000
3.95% Notes due August 2024 (2024 Notes)	1,250	1,250
7.00% Notes due January 2028	18	18
6.13% Notes due November 2032	163	163
4.88% Notes due August 2034 (2034 Notes)	500	500
5.15% Notes due August 2044 (2044 Notes)	500	500
Discount on senior notes	(8)	(10)
Term loans:		
Tranche B due April 2019 (1.69% at 10/1/2016)	500	500
Tranche B due August 2019 (2.06% at 10/1/2016)	552	552
Amortizing Notes - Tangible Equity Units (see Note 7: Equity)	71	140
Other	58	69
Unamortized debt issuance costs	(29)	(35)
Total debt	6,279	6,690
Less current debt	79	715
Total long-term debt	\$ 6,200	\$ 5,975

Annual maturities of debt for the five fiscal years subsequent to October 1, 2016 , are: 2017 - \$79 million ; 2018 - \$128 million ; 2019 - \$2,359 million ; 2020 - \$285 million ; 2021 - \$10 million .

**Revolving Credit Facility**

We have a \$1.25 billion revolving credit facility that supports short-term funding needs and letters of credit. The facility will mature and the commitments thereunder will terminate in September 2019 . After reducing for the amount borrowed and outstanding letters of credit issued under this facility, the amount available for borrowing at October 1, 2016 , was \$943 million . At October 1, 2016 , we had outstanding letters of credit issued under this facility totaling \$7 million , none of which were drawn upon. We had an additional \$91 million of bilateral letters of credit issued separately from the revolving credit facility, none of which were drawn upon. Our letters of credit are issued primarily in support of leasing obligations and workers' compensation insurance programs.

If in the future any of our subsidiaries shall guarantee any of our material indebtedness, such subsidiary shall be required to guarantee the indebtedness, obligations and liabilities under this facility.

**2013 Notes**

In September 2008, we issued \$458 million principal amount 3.25% convertible senior unsecured notes due October 15, 2013. In connection with the issuance of the 2013 Notes, we entered into separate call option and warrant transactions with respect to our Class A stock to minimize the potential economic dilution upon conversion of the 2013 Notes. The call options contractually expired upon the maturity of the 2013 Notes. The 2013 Notes matured on October 15, 2013 at which time we paid the \$458 million principal value with cash on hand and settled the conversion premium by issuing 11.7 million shares of our Class A stock from available treasury shares. Simultaneously with the settlement of the conversion premium, we received 11.7 million shares of our Class A stock from the call options. The warrants were settled on various dates in fiscal 2014 resulting in the issuance of 11.7 million shares of Class A stock.

### 2016 Notes

On March 31, 2016, we repaid the entire outstanding \$638 million principal balance on the 2016 Notes. Tyson Fresh Meats, Inc. (TFM Parent), our wholly owned subsidiary, fully and unconditionally guaranteed the 2016 Notes, 2019 Notes, 2022 Notes, 2024 Notes, 2034 Notes, 2044 Notes, amortizing notes related to our tangible equity units, our \$1.25 billion revolving credit facility and term loans. As a result of the retirement of the 2016 Notes in the second quarter of fiscal 2016, all of TFM Parent's guarantees were released and TFM Parent is no longer required to disclose guarantor financial statements.

### Term Loans

On May 5, 2016, we amended our existing \$500 million tranche B term loan agreement which extended the maturity of the loan from April 2018 to April 2019.

### Debt Covenants

Our revolving credit and term loan facilities contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens and encumbrances; incur debt; merge, dissolve, liquidate or consolidate; make acquisitions and investments; dispose of or transfer assets; change the nature of our business; engage in certain transactions with affiliates; and enter into hedging transactions, in each case, subject to certain qualifications and exceptions. In addition, we are required to maintain minimum interest expense coverage and maximum debt-to-capitalization ratios.

Our senior notes also contain affirmative and negative covenants that, among other things, may limit or restrict our ability to: create liens; engage in certain sale/leaseback transactions; and engage in certain consolidations, mergers and sales of assets.

We were in compliance with all debt covenants at October 1, 2016 .

## **NOTE 7: EQUITY**

### Capital Stock

We have two classes of capital stock, Class A stock, \$0.10 par value and Class B Common Stock, \$0.10 par value (Class B stock). Holders of Class B stock may convert such stock into Class A stock on a share-for-share basis. Holders of Class B stock are entitled to 10 votes per share, while holders of Class A stock are entitled to one vote per share on matters submitted to shareholders for approval. As of October 1, 2016 , Tyson Limited Partnership (the TLP) owned 99.985% of the outstanding shares of Class B stock and the TLP and members of the Tyson family owned, in the aggregate, 2.06% of the outstanding shares of Class A stock, giving them, collectively, control of approximately 71.18% of the total voting power of the outstanding voting stock.

The Class B stock is considered a participating security requiring the use of the two-class method for the computation of basic earnings per share. The two-class computation method for each period reflects the cash dividends paid for each class of stock, plus the amount of allocated undistributed earnings (losses) computed using the participation percentage, which reflects the dividend rights of each class of stock. Basic earnings per share were computed using the two-class method for all periods presented. The shares of Class B stock are considered to be participating convertible securities since the shares of Class B stock are convertible on a share-for-share basis into shares of Class A stock. Diluted earnings per share were computed assuming the conversion of the Class B shares into Class A shares as of the beginning of each period.

### Dividends

Cash dividends cannot be paid to holders of Class B stock unless they are simultaneously paid to holders of Class A stock. The per share amount of the cash dividend paid to holders of Class B stock cannot exceed 90% of the cash dividend simultaneously paid to holders of Class A stock. We pay quarterly cash dividends to Class A and Class B shareholders. We paid Class A dividends per share of \$0.60 , \$0.40 , and \$0.30 in fiscal 2016, 2015, and 2014, respectively. We paid Class B dividends per share of \$0.54 , \$0.36 , and \$0.27 in fiscal 2016, 2015, and 2014, respectively. On November 17, 2016, the Board of Directors increased the quarterly dividend previously declared on August 4, 2016, to \$0.225 per share on our Class A stock and \$0.2025 per share on our Class B stock. The increased quarterly dividend is payable on December 15, 2016, to shareholders of record at the close of business on December 1, 2016.

### Share Repurchases

On February 4, 2016, our Board of Directors approved an increase of 50 million shares authorized for repurchase under our share repurchase program. As of October 1, 2016 , 40.3 million shares remained available for repurchase. The share repurchase program has no fixed or scheduled termination date and the timing and extent to which we repurchase shares will depend upon, among other things, our working capital needs, markets, industry conditions, liquidity targets, limitations under our debt obligations and regulatory requirements. In addition to the share repurchase program, we purchase shares on the open market to fund certain obligations under our equity compensation plans.

A summary of cumulative share repurchases of our Class A stock for fiscal 2016, 2015 and 2014 is as follows:

	in millions					
	October 1, 2016		October 3, 2015		September 27, 2014	
	Shares	Dollars	Shares	Dollars	Shares	Dollars
Shares repurchased:						
Under share repurchase program	30.8	\$ 1,868	11.0	\$ 455	7.1	\$ 250
To fund certain obligations under equity compensation plans	1.3	76	0.9	40	1.2	45
Total share repurchases	32.1	\$ 1,944	11.9	\$ 495	8.3	\$ 295

Subsequent to October 1, 2016, through November 18, 2016, we repurchased approximately 3.6 million shares of our common stock under our share repurchase program. These shares were repurchased for \$255 million .

#### Share Issuance

In fiscal 2014, we issued 23.8 million shares of our Class A stock, to provide funding for the Hillshire Brands acquisition. Total proceeds, net of underwriting discounts and other offering related fees and expenses were \$873 million .

#### Tangible Equity Units

In fiscal 2014, we completed the public issuance of 30 million , 4.75% tangible equity units (TEUs). Total proceeds, net of underwriting discounts and other expenses, were \$1,454 million . Each TEU, which has a stated amount of \$50 , is comprised of a prepaid stock purchase contract and a senior amortizing note due July 15, 2017. We allocated the proceeds from the issuance of the TEUs to equity and debt based on the relative fair values of the respective components of each TEU. The fair value of the prepaid stock purchase contracts, which was \$1,295 million , was recorded in Capital in Excess of Par Value, net of issuance costs. The fair value of the senior amortizing notes, which was \$205 million , was recorded in debt. Issuance costs associated with the TEU debt were recorded as deferred debt issuance cost and is amortized over the term of the instrument to July 15, 2017.

The aggregate values assigned upon issuance of each component of the TEU's, based on the relative fair value of the respective components of each TEU, were as follows:

	in millions, except price per TEU		
	Equity Component	Debt Component	Total
Price per TEU	\$ 43.17	\$ 6.83	\$ 50.00
Gross Proceeds	1,295	205	1,500
Issuance cost	(40)	(6)	(46)
Net proceeds	\$ 1,255	\$ 199	\$ 1,454

Each senior amortizing note has an initial principal amount of \$6.83 and bears interest at 1.5% per annum. On each January 15, April 15, July 15 and October 15, we will pay equal quarterly cash installments of \$0.59 per amortizing note which cash payment in the aggregate (principal and interest) is equivalent to 4.75% per year with respect to the \$50 stated amount per TEU. Each installment constitutes a payment of interest and partial repayment of principal.

During fiscal 2016, holders settled 17.7 million purchase contracts and, in exchange, the Company issued 18.8 million shares of its Class A stock. Upon early settlement of these purchase contracts, the corresponding amortizing notes remain outstanding and beneficially owned by the holders that settled purchase contracts early. As of October 1, 2016, 12.3 million TEU's remained outstanding. The remaining TEUs will continue to be held pursuant to their original terms and conditions, including automatic settlement on July 15, 2017, as described above. As a result of the purchase contracts tendered in fiscal 2016, our remaining obligation is to deliver between a minimum of 13.1 million shares and a maximum of 16.4 million shares of our Class A stock, subject to adjustment, based upon the Applicable Market Value (as defined below) of our Class A stock as described below:

- If the Applicable Market Value is equal to or greater than the conversion price of \$46.90 per share, we will deliver 1.0660 shares of Class A stock per purchase contract, or a minimum of 13.1 million Class A shares.
- If the Applicable Market Value is greater than the reference price of \$37.52 but less than the conversion price of \$46.90 per share, we will deliver a number of shares per purchase contract equal to \$50 , divided by the Applicable Market Value.
- If the Applicable Market Value is less than or equal to the reference price of \$37.52 per share, we will deliver 1.3326 shares of Class A stock per purchase contract, or a maximum of 16.4 million Class A shares.

The "Applicable Market Value" means the average of the closing prices of our Class A stock on each of the 20 consecutive trading days beginning on, and including, the 23rd scheduled trading day immediately preceding July 15, 2017.

On September 15, 2016, we paid our quarterly dividend to shareholders of record at September 1, 2016, equal to \$0.15 per share on our Class A stock. The amount of the distribution exceeded the \$0.075 per share dividend threshold amount. Consequently, the settlement rates, reference price and conversion price were adjusted and are reflected above.

The TEUs have a dilutive effect on our earnings per share. The 13.1 million minimum shares to be issued are included in the calculation of Class A Basic weighted average shares. The 3.3 million share difference between the minimum shares and the 16.4 million maximum shares are potentially dilutive securities, and accordingly, are included in our diluted earnings per share on a pro rata basis to the extent the Applicable Market Value is higher than the reference price but is less than the conversion price.

#### NOTE 8: INCOME TAXES

Detail of the provision for income taxes from continuing operations consists of the following:

	in millions		
	2016	2015	2014
Federal	\$ 710	\$ 564	\$ 325
State	118	89	67
Foreign	(2)	44	4
	\$ 826	\$ 697	\$ 396
Current	\$ 742	\$ 659	\$ 501
Deferred	84	38	(105)
	\$ 826	\$ 697	\$ 396

The reasons for the difference between the statutory federal income tax rate and our effective income tax rate from continuing operations are as follows:

	2016	2015	2014
Federal income tax rate	35.0 %	35.0 %	35.0 %
State income taxes	2.7	3.1	2.8
Unrecognized tax benefits, net	(1.7)	(1.8)	(4.7)
Domestic production deduction	(2.6)	(3.7)	(4.0)
Foreign rate differences and valuation allowances	—	3.8	2.8
Other	(1.6)	(0.1)	(0.3)
	31.8 %	36.3 %	31.6 %

During fiscal 2016, the domestic production deduction and changes in unrecognized tax benefits decreased tax expense by \$68 million and \$43 million , respectively, and state tax expense, net of federal tax benefit, was \$70 million .

During fiscal 2015, the domestic production deduction and changes in unrecognized tax benefits decreased tax expense by \$72 million and \$34 million , respectively, and state tax expense, net of federal tax benefit, was \$59 million . Additionally, foreign rate differences, mostly driven by the China impairment, unfavorably impacted tax expense by \$73 million . The sale of the Mexico and Brazil operations and related repatriation of proceeds did not have a significant impact on the effective income tax rate.

During fiscal 2014 the domestic production deduction and the decrease in unrecognized tax benefits decreased tax expense by \$50 million and \$58 million , respectively.

Approximately \$2,543 million , \$1,908 million , and \$1,270 million of income from continuing operations before income taxes for fiscal 2016 , 2015 and 2014 , respectively, were from our operations based in the United States.

We recognize deferred income taxes for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The tax effects of major items recorded as deferred tax assets and liabilities as of October 1, 2016 , and October 3, 2015 , are as follows:

		in millions			
		2016		2015	
		Deferred Tax		Deferred Tax	
		Assets	Liabilities	Assets	Liabilities
Property, plant and equipment	\$	—	\$ 857	\$ —	\$ 783
Intangible assets		—	1,979	—	2,000
Accrued expenses		400	—	439	—
Net operating loss and other carryforwards		86	—	97	—
Other		140	259	122	238
	\$	626	\$ 3,095	\$ 658	\$ 3,021
Valuation allowance	\$	(72)	\$	(68)	
Net deferred tax liability		\$	2,541	\$	2,431

At October 1, 2016 , our gross state tax net operating loss carryforwards approximated \$845 million and expire in fiscal years 2017 through 2036 . Gross foreign net operating loss carryforwards approximated \$35 million and expire in fiscal years 2017 through 2022 . We also have tax credit carryforwards of approximately \$42 million that expire in fiscal years 2017 through 2031 .

We have accumulated undistributed earnings of foreign subsidiaries aggregating approximately \$219 million and \$139 million at October 1, 2016 , and October 3, 2015 , respectively. The accumulated undistributed earnings at October 1, 2016 are expected to be indefinitely reinvested outside of the United States. If those earnings were distributed in the form of dividends or otherwise, we could be subject to federal income taxes (subject to an adjustment for foreign tax credits), state income taxes and withholding taxes payable to the various foreign countries. Due to the uncertainty of the manner in which the undistributed earnings would be brought back to the United States, the tax laws in effect at that time, as well as the availability of the Company to claim foreign tax credits, it is not currently practicable to estimate the tax liability that might be payable on the repatriation of these foreign earnings.

The following table summarizes the activity related to our gross unrecognized tax benefits at October 1, 2016 , October 3, 2015 , and September 27, 2014 :

		in millions		
		2016	2015	2014
Balance as of the beginning of the year	\$	306	\$ 272	\$ 175
Increases related to current year tax positions		35	78	11
Increases related to prior year tax positions		31	11	17
Change related to Hillshire Brands balances		—	—	136
Reductions related to prior year tax positions		(48)	(18)	(20)
Reductions related to settlements		(7)	—	(1)
Reductions related to expirations of statutes of limitations		(12)	(37)	(46)
Balance as of the end of the year	\$	305	\$ 306	\$ 272

The amount of unrecognized tax benefits, if recognized, that would impact our effective tax rate was \$205 million and \$244 million at October 1, 2016 , and October 3, 2015 , respectively. We classify interest and penalties on unrecognized tax benefits as income tax expense. At October 1, 2016 , and October 3, 2015 , before tax benefits, we had \$52 million and \$46 million , respectively, of accrued interest and penalties on unrecognized tax benefits.

As of October 1, 2016 , we are subject to income tax examinations for United States federal income taxes for fiscal years 2013 through 2015. We are also subject to income tax examinations by major state and foreign jurisdictions for fiscal years 2005 through 2015 and 2002 through 2015, respectively. We estimate that during the next twelve months it is reasonably possible that unrecognized tax benefits could decrease by as much as \$10 million primarily due to expiration of statutes in various jurisdictions.

#### **NOTE 9: OTHER INCOME AND CHARGES**

During fiscal 2016, we recorded \$12 million of equity earnings in joint ventures and \$4 million in net foreign currency exchange losses, which were recorded in the Consolidated Statements of Income in Other, net.

During fiscal 2015, following the sale of our Mexico and Brazil chicken production operations, we reviewed our strategy and outlook for the remaining international businesses, which operations include our chicken production operations in China. Despite our belief in the potential for this business, our Chinese operations had not achieved profitability. Given the losses that were generated in this business, changes in the strategy and management of the business, and the depressed economic outlook for China at that time, we assessed our Chinese operations for potential impairment in the fourth quarter of fiscal 2015. As a result of this evaluation, during the fourth quarter of fiscal 2015, we recorded a \$169 million impairment charge. The impairment was comprised of \$126 million of property, plant and equipment, \$23 million of goodwill and \$20 million of other assets. The China operation is included in Other for segment reporting and the impairment was included in Cost of Sales in the Consolidated Statements of Income.

During fiscal 2015, we recorded \$12 million of equity earnings in joint ventures and \$21 million of gains on the sale of equity securities, which were recorded in the Consolidated Statements of Income in Other, net.

During fiscal 2014, we recorded \$11 million of equity earnings in joint ventures, \$3 million in net foreign currency exchange gains, \$6 million of other than temporary impairment related to an available-for-sale security and \$60 million of costs associated with bridge financing facilities for the Hillshire Brands acquisition, which were recorded in the Consolidated Statements of Income in Other, net.



**NOTE 10: EARNINGS PER SHARE**

The earnings and weighted average common shares used in the computation of basic and diluted earnings per share are as follows:

	in millions, except per share data		
	2016	2015	2014
Numerator:			
Net income	\$ 1,772	\$ 1,224	\$ 856
Less: Net income (loss) attributable to noncontrolling interests	4	4	(8)
Net income attributable to Tyson	1,768	1,220	864
Less dividends declared:			
Class A	192	129	94
Class B	41	26	21
Undistributed earnings	\$ 1,535	\$ 1,065	\$ 749
Class A undistributed earnings	\$ 1,279	\$ 896	\$ 612
Class B undistributed earnings	256	169	137
Total undistributed earnings	\$ 1,535	\$ 1,065	\$ 749
Denominator:			
Denominator for basic earnings per share:			
Class A weighted average shares	315	335	284
Class B weighted average shares, and shares under if-converted method for diluted earnings per share	70	70	70
Effect of dilutive securities:			
Stock options and restricted stock	5	5	5
Tangible Equity Units	—	3	1
Warrants	—	—	4
Denominator for diluted earnings per share – adjusted weighted average shares and assumed conversions	390	413	364
Net Income Per Share Attributable to Tyson:			
Class A Basic	\$ 4.67	\$ 3.06	\$ 2.48
Class B Basic	\$ 4.24	\$ 2.79	\$ 2.26
Diluted	\$ 4.53	\$ 2.95	\$ 2.37

We had no stock-based compensation shares that were antidilutive for fiscal 2016. We had approximately 5 million and 4 million of our stock-based compensation shares that were antidilutive for fiscal 2015 and fiscal 2014, respectively. These shares were not included in the dilutive earnings per share calculation.

We have two classes of capital stock, Class A stock and Class B stock. Cash dividends cannot be paid to holders of Class B stock unless they are simultaneously paid to holders of Class A stock. The per share amount of cash dividends paid to holders of Class B stock cannot exceed 90% of the cash dividends paid to holders of Class A stock.

We allocate undistributed earnings based upon a 1 to 0.9 ratio per share to Class A stock and Class B stock, respectively. We allocate undistributed earnings based on this ratio due to historical dividend patterns, voting control of Class B shareholders and contractual limitations of dividends to Class B stock.

## NOTE 11: DERIVATIVE FINANCIAL INSTRUMENTS

Our business operations give rise to certain market risk exposures mostly due to changes in commodity prices, foreign currency exchange rates and interest rates. We manage a portion of these risks through the use of derivative financial instruments to reduce our exposure to commodity price risk, foreign currency risk and interest rate risk. Our risk management programs are periodically reviewed by our Board of Directors' Audit Committee. These programs are monitored by senior management and may be revised as market conditions dictate. Our current risk management programs utilize industry-standard models that take into account the implicit cost of hedging. Risks associated with our market risks and those created by derivative instruments and the fair values are strictly monitored, using value-at-risk and stress tests. Credit risks associated with our derivative contracts are not significant as we minimize counterparty concentrations, utilize margin accounts or letters of credit, and deal with credit-worthy counterparties. Additionally, our derivative contracts are mostly short-term in duration and we generally do not make use of credit-risk-related contingent features. No significant concentrations of credit risk existed at October 1, 2016 .

We had the following aggregated outstanding notional amounts related to our derivative financial instruments:

		in millions, except soy meal tons	
	Metric	October 1, 2016	October 3, 2015
Corn	Bushels	50	18
Soy Meal	Tons	389,700	284,900
Live Cattle	Pounds	28	102
Lean Hogs	Pounds	158	166
Foreign Currency	United States dollar \$	38 \$	42

We recognize all derivative instruments as either assets or liabilities at fair value in the Consolidated Balance Sheets, with the exception of normal purchases and normal sales expected to result in physical delivery. For those derivative instruments that are designated and qualify as hedging instruments, we designate the hedging instrument based upon the exposure being hedged (i.e., cash flow hedge or fair value hedge). We designate certain forward contracts as follows:

- Cash Flow Hedges – include certain commodity forward and option contracts of forecasted purchases (i.e., grains) and certain foreign exchange forward contracts.
- Fair Value Hedges – include certain commodity forward contracts of firm commitments (i.e., livestock).

### Cash flow hedges

Derivative instruments are designated as hedges against changes in the amount of future cash flows related to procurement of certain commodities utilized in our production processes. For the derivative instruments we designate and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income (OCI) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses representing hedge ineffectiveness are recognized in earnings in the current period. Ineffectiveness related to our cash flow hedges was not significant during fiscal 2016 , 2015 and 2014 . As of October 1, 2016 , the net amounts expected to be reclassified into earnings within the next 12 months are pretax losses of \$3 million . During fiscal 2016 , 2015 and 2014 , we did not reclassify significant pretax gains/losses into earnings as a result of the discontinuance of cash flow hedges.

The following table sets forth the pretax impact of cash flow hedge derivative instruments in the Consolidated Statements of Income:

										in millions	
		Gain (Loss) Recognized in OCI on Derivatives			Consolidated Statements of Income Classification		Gain (Loss) Reclassified from OCI to Earnings				
	2016	2015	2014			2016	2015	2014			
Cash Flow Hedge – Derivatives designated as hedging instruments:											
Commodity contracts	\$ (1)	\$ (4)	\$ (7)		Cost of Sales	\$ 1	\$ (7)	\$ (10)			
Foreign exchange contracts	—	—	(1)		Other Income/Expense	—	—	—			
Total	\$ (1)	\$ (4)	\$ (8)			\$ 1	\$ (7)	\$ (10)			

### Fair value hedges

We designate certain derivative contracts as fair value hedges of firm commitments to purchase livestock for slaughter. Our objective of these hedges is to minimize the risk of changes in fair value created by fluctuations in commodity prices associated with fixed price livestock firm commitments. For these derivative instruments we designate and qualify as a fair value hedge, the gain or loss on the derivative, as well as the offsetting gain or loss on the hedged item attributable to the hedged risk, are recognized in earnings in the same period. We include the gain or loss on the hedged items (i.e., livestock purchase firm commitments) in the same line item, Cost of Sales, as the offsetting gain or loss on the related livestock forward position.

in millions					
	Consolidated Statements of Income Classification	2016	2015	2014	
Gain (Loss) on forwards	Cost of Sales	\$ 89	\$ 17	\$ (154)	
Gain (Loss) on purchase contract	Cost of Sales	(89)	(17)	154	

Ineffectiveness related to our fair value hedges was not significant during fiscal 2016 , 2015 and 2014 .

### Undesignated positions

In addition to our designated positions, we also hold derivative contracts for which we do not apply hedge accounting. These include certain derivative instruments related to commodities price risk, including grains, livestock, energy and foreign currency risk. We mark these positions to fair value through earnings at each reporting date.

The following table sets forth the pretax impact of the undesignated derivative instruments in the Consolidated Statements of Income:

in millions					
	Consolidated Statements of Income Classification	2016	2015	2014	Gain (Loss) Recognized in Earnings
Derivatives not designated as hedging instruments:					
Commodity contracts	Sales	\$ (73)	\$ (62)	\$ 75	
Commodity contracts	Cost of Sales	17	(33)	(136)	
Foreign exchange contracts	Other Income/Expense	2	(4)	—	
Total		\$ (54)	\$ (99)	\$ (61)	

The fair value of all outstanding derivative instruments in the Consolidated Balance Sheets are included in Note 12: Fair Value Measurements.

### **NOTE 12: FAIR VALUE MEASUREMENTS**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy contains three levels as follows:

*Level 1* — Unadjusted quoted prices available in active markets for the identical assets or liabilities at the measurement date.

*Level 2* — Other observable inputs available at the measurement date, other than quoted prices included in Level 1, either directly or indirectly, including:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets in non-active markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs derived principally from or corroborated by other observable market data.

*Level 3* — Unobservable inputs that cannot be corroborated by observable market data and reflect the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

### Assets and Liabilities Measured at Fair Value on a Recurring Basis

The fair value hierarchy requires the use of observable market data when available. In instances where the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input significant to the fair value measurement in its entirety. Our assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

The following tables set forth by level within the fair value hierarchy our financial assets and liabilities accounted for at fair value on a recurring basis according to the valuation techniques we used to determine their fair values:

							in millions	
October 1, 2016	Level 1		Level 2		Level 3		Netting (a)	Total
Assets:								
Derivative Financial Instruments:								
Designated as hedges	\$	—	\$	72	\$	—	\$ (27)	\$ 45
Undesignated		—		38		—	(34)	4
Available for Sale Securities:								
Current		—		2		2	—	4
Non-current		—		38		55	—	93
Deferred Compensation Assets		18		236		—	—	254
Total Assets	\$	18	\$	386	\$	57	\$ (61)	\$ 400
Liabilities:								
Derivative Financial Instruments:								
Designated as hedges	\$	—	\$	1	\$	—	\$ (1)	\$ —
Undesignated		—		68		—	(68)	—
Total Liabilities	\$	—	\$	69	\$	—	\$ (69)	\$ —
October 3, 2015	Level 1		Level 2		Level 3		Netting (a)	Total
Assets:								
Derivative Financial Instruments:								
Designated as hedges	\$	—	\$	52	\$	—	\$ (35)	\$ 17
Undesignated		—		9		—	(9)	—
Available for Sale Securities:								
Current		—		1		1	—	2
Non-current		—		33		60	—	93
Deferred Compensation Assets		9		222		—	—	231
Total Assets	\$	9	\$	317	\$	61	\$ (44)	\$ 343
Liabilities:								
Derivative Financial Instruments:								
Designated as hedges	\$	—	\$	2	\$	—	\$ (2)	\$ —
Undesignated		—		49		—	(47)	2
Total Liabilities	\$	—	\$	51	\$	—	\$ (49)	\$ 2

- (a) Our derivative assets and liabilities are presented in our Consolidated Balance Sheets on a net basis. We net derivative assets and liabilities, including cash collateral, when a legally enforceable master netting arrangement exists between the counterparty to a derivative contract and us. At October 1, 2016, and October 3, 2015, we had posted with various counterparties \$8 million and \$5 million, respectively, of cash collateral related to our derivative financial instruments and held no cash collateral.

The following table provides a reconciliation between the beginning and ending balance of debt securities measured at fair value on a recurring basis in the table above that used significant unobservable inputs (Level 3):

	October 1, 2016		October 3, 2015	
	in millions			
Balance at beginning of year	\$	61	\$	67
Total realized and unrealized gains (losses):				
Included in earnings		—		—
Included in other comprehensive income (loss)		—		—
Purchases		12		20
Issuances		—		—
Settlements		(16)		(26)
Balance at end of year	\$	57	\$	61
Total gains (losses) for the periods included in earnings attributable to the change in unrealized gains (losses) relating to assets and liabilities still held at end of year	\$	—	\$	—

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

**Derivative Assets and Liabilities:** Our derivative financial instruments primarily include exchange-traded and over-the-counter contracts which are further described in Note 11: Derivative Financial Instruments. We record our derivative financial instruments at fair value using quoted market prices adjusted for credit and non-performance risk and internal models that use as their basis readily observable market inputs including current and forward market prices. We classify these instruments in Level 2 when quoted market prices can be corroborated utilizing observable current and forward commodity market prices on active exchanges or observable market transactions.

**Available for Sale Securities:** Our investments in marketable debt securities are classified as available-for-sale and are reported at fair value based on pricing models and quoted market prices adjusted for credit and non-performance risk. Short-term investments with maturities of less than 12 months are included in Other current assets in the Consolidated Balance Sheets and primarily include certificates of deposit and commercial paper. All other marketable debt securities are included in Other Assets in the Consolidated Balance Sheets and have maturities ranging up to 31 years. We classify our investments in United States government, United States agency, certificates of deposit and commercial paper debt securities as Level 2 as fair value is generally estimated using discounted cash flow models that are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other readily available relevant economic measures. We classify certain corporate, asset-backed and other debt securities as Level 3 as there is limited activity or less observable inputs into valuation models, including current interest rates and estimated prepayment, default and recovery rates on the underlying portfolio or structured investment vehicle. Significant changes to assumptions or unobservable inputs in the valuation of our Level 3 instruments would not have a significant impact to our consolidated financial statements.

	October 1, 2016			October 3, 2015		
	in millions					
	Amortized Cost Basis	Fair Value	Unrealized Gain/(Loss)	Amortized Cost Basis	Fair Value	Unrealized Gain/(Loss)
Available for Sale Securities:						
Debt Securities:						
United States Treasury and Agency	\$ 40	\$ 40	\$ —	\$ 33	\$ 34	\$ 1
Corporate and Asset-Backed	56	57	1	60	61	1

Unrealized holding gains (losses), net of tax, are excluded from earnings and reported in OCI until the security is settled or sold. On a quarterly basis, we evaluate whether losses related to our available-for-sale securities are temporary in nature. Losses on equity securities are recognized in earnings if the decline in value is judged to be other than temporary. If losses related to our debt securities are determined to be other than temporary, the loss would be recognized in earnings if we intend, or more likely than not will be required, to sell the security prior to recovery. For debt securities in which we have the intent and ability to hold until maturity, losses determined to be other than temporary would remain in OCI, other than expected credit losses which are recognized in earnings. We consider many factors in determining whether a loss is temporary, including the length of time and extent to which the fair value has been below cost, the financial condition and near-term prospects of the issuer and our ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery. We recognized no other than temporary impairment in earnings for fiscal 2016 and fiscal 2015. No other than temporary losses were deferred in OCI as of October 1, 2016, and October 3, 2015.

**Deferred Compensation Assets:** We maintain non-qualified deferred compensation plans for certain executives and other highly compensated employees. Investments are generally maintained within a trust and include money market funds, mutual funds and life insurance policies. The cash surrender value of the life insurance policies is invested primarily in mutual funds. The investments are recorded at fair value based on quoted market prices and are included in Other Assets in the Consolidated Balance Sheets. We classify the investments which have observable market prices in active markets in Level 1 as these are generally publicly-traded mutual funds. The remaining deferred compensation assets are classified in Level 2, as fair value can be corroborated based on observable market data. Realized and unrealized gains (losses) on deferred compensation are included in earnings.

#### Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

In addition to assets and liabilities that are recorded at fair value on a recurring basis, we record assets and liabilities at fair value on a nonrecurring basis. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges. We did not have any significant measurements of assets or liabilities at fair value on a nonrecurring basis subsequent to their initial recognition during fiscal 2016.

In fiscal 2015, to better align our overall production capacity with then-current cattle supplies, we ceased beef operations at our Denison, Iowa, plant. As a result, we recorded a \$12 million closure and impairment charges during the fourth quarter of fiscal 2015. These charges impacted the Beef segment's operating income and were reflected in Cost of Sales in our Consolidated Statements of Income. Our valuation of these assets was primarily based on discounted cash flow models which included unobservable Level 3 inputs.

In the fourth quarter of fiscal 2015, we recorded a \$59 million impairment and other related charges associated with a Prepared Foods project designed to optimize the combined Tyson and Hillshire Brands network capacity and to enhance manufacturing efficiencies for the future. These charges were reflected in the Prepared Foods segment's operating income, of which \$49 million was included in the Consolidated Statements of Income in Cost of Sales and \$10 million was included in the Consolidated Statements of Income in Selling, General and Administrative. Our valuation of these assets was primarily based on discounted cash flow models which included unobservable Level 3 inputs.

Following the sale of our Mexico and Brazil chicken operations in fiscal 2015, we reviewed our long-term business strategy and outlook for the remaining international businesses, which operations include our chicken production operations in China and India. We assessed our Chinese operation for a potential impairment in the fourth quarter of fiscal 2015 and as a result of this evaluation, we recorded a \$169 million charge to impair its long-lived assets to their fair value and to fully impair its goodwill. The China operation is included in Other for segment reporting and the impairment was included in Cost of Sales in the Consolidated Statements of Income. This impairment was comprised of \$126 million of property, plant and equipment, \$23 million of goodwill and \$20 million of other assets. We utilized a discounted cash flow analysis which included unobservable Level 3 inputs.

#### Other Financial Instruments

Fair value of our debt is principally estimated using Level 2 inputs based on quoted prices for those or similar instruments. Fair value and carrying value for our debt are as follows:

		in millions			
		October 1, 2016		October 3, 2015	
		Fair Value	Carrying Value	Fair Value	Carrying Value
Total Debt	\$	6,698	\$ 6,279	\$ 6,900	\$ 6,690

### Concentrations of Credit Risk

Our financial instruments exposed to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. Our cash equivalents are in high quality securities placed with major banks and financial institutions. Concentrations of credit risk with respect to receivables are limited due to the large number of customers and their dispersion across geographic areas. We perform periodic credit evaluations of our customers' financial condition and generally do not require collateral. At October 1, 2016, and October 3, 2015, 18.9% and 20.0%, respectively, of our net accounts receivable balance was due from Wal-Mart Stores, Inc. No other single customer or customer group represented greater than 10% of net accounts receivable.

### **NOTE 13: STOCK-BASED COMPENSATION**

We issue shares under our stock-based compensation plans by issuing Class A stock from treasury. The total number of shares available for future grant under the Tyson Foods, Inc. 2000 Stock Incentive Plan (Incentive Plan) was 20,726,621 at October 1, 2016.

#### Stock Options

Shareholders approved the Incentive Plan in January 2001. The Incentive Plan is administered by the Compensation and Leadership Development Committee of the Board of Directors (Compensation Committee). The Incentive Plan includes provisions for granting incentive stock options for shares of Class A stock at a price not less than the fair value at the date of grant. Nonqualified stock options may be granted at a price equal to or more than the fair value of Class A stock on the date the option is granted. Stock options under the Incentive Plan generally become exercisable ratably over three years from the date of grant and must be exercised within 10 years from the date of grant. Our policy is to recognize compensation expense on a straight-line basis over the requisite service period for the entire award.

	Shares Under Option	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value (in millions)
Outstanding, October 3, 2015	14,735,065	\$ 28.30		
Exercised	(5,286,342)	24.13		
Forfeited or expired	(126,038)	42.29		
Granted	1,868,971	50.00		
Outstanding, October 1, 2016	11,191,656	33.74	7.0	\$ 458
Exercisable, October 1, 2016	5,334,155	\$ 23.87	5.7	\$ 271

We generally grant stock options once a year. The weighted average grant-date fair value of options granted in fiscal 2016, 2015 and 2014 was \$11.47, \$11.51 and \$10.83, respectively. The fair value of each option grant is established on the date of grant using a binomial lattice method. We use historical volatility for a period of time comparable to the expected life of the option to determine volatility assumptions. Expected life is calculated based on the contractual term of each grant and takes into account the historical exercise and termination behavior of participants. Risk-free interest rates are based on the five-year Treasury bond rate. Assumptions as of the grant date used in the fair value calculation of each year's grants are outlined in the following table.

	2016	2015	2014
Expected life (in years)	6.4	6.1	6.0
Risk-free interest rate	1.6%	1.6%	1.3%
Expected volatility	24.8%	26.7%	36.0%
Expected dividend yield	1.2% - 2.6%	1.0%	1.0%

We recognized stock-based compensation expense related to stock options, net of income taxes, of \$23 million, \$27 million and \$20 million for fiscal 2016, 2015 and 2014, respectively. The related tax benefit for fiscal 2016, 2015 and 2014 was \$15 million, \$17 million and \$13 million, respectively. We had 3.8 million, 3.8 million and 4.8 million options vest in fiscal 2016, 2015 and 2014, respectively, with a grant date fair value of \$38 million, \$32 million and \$30 million, respectively.

In fiscal 2016, 2015 and 2014, we received cash of \$128 million, \$84 million and \$67 million, respectively, for the exercise of stock options. Shares are issued from treasury for stock option exercises. The related tax benefit realized from stock options exercised during fiscal 2016, 2015 and 2014, was \$80 million, \$30 million and \$33 million, respectively. The total intrinsic value of options exercised in fiscal 2016, 2015 and 2014, was \$204 million, \$79 million and \$87 million, respectively. Cash flows resulting from tax deductions in excess of the compensation cost of those options (excess tax deductions) are classified as financing cash flows. We realized \$58 million, \$19 million and \$24 million related to excess tax deductions during fiscal 2016, 2015 and 2014, respectively.

As of October 1, 2016 , we had \$29 million of total unrecognized compensation cost related to stock option plans that will be recognized over a weighted average period of 1.1 years .

#### Restricted Stock

We issue restricted stock at the market value as of the date of grant, with restrictions expiring over periods through fiscal 2019. Unearned compensation is recognized over the vesting period for the particular grant using a straight-line method.

	Number of Shares	Weighted Average Grant- Date Fair Value Per Share	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value (in millions)
Nonvested, October 3, 2015	1,107,928	\$ 36.76		
Granted	686,648	50.00		
Dividends	15,653	46.79		
Vested	(155,600)	24.48		
Forfeited	(51,763)	45.18		
Nonvested, October 1, 2016	1,602,866	\$ 43.45	1.3	\$ 120

As of October 1, 2016 , we had \$33 million of total unrecognized compensation cost related to restricted stock awards that will be recognized over a weighted average period of 1.8 years .

We recognized stock-based compensation expense related to restricted stock, net of income taxes, of \$14 million , \$9 million and \$6 million for fiscal 2016 , 2015 and 2014 , respectively. The related tax benefit for fiscal 2016 , 2015 and 2014 was \$9 million , \$6 million and \$4 million , respectively. We had 0.2 million , 0.5 million and 0.6 million restricted stock awards vest in fiscal 2016 , 2015 and 2014 , respectively, with a grant date fair value of \$4 million , \$10 million and \$11 million , respectively.

#### Performance-Based Shares

We award performance-based shares of our Class A stock to certain employees. These awards are typically granted once a year. Performance-based shares vest based upon the passage of time and the achievement of performance or market performance criteria, ranging from 0% to 200% , as determined by the Compensation Committee prior to the date of the award. Vesting periods for these awards are three years . We review progress toward the attainment of the performance criteria each quarter during the vesting period. When it is probable the minimum performance criteria for an award will be achieved, we begin recognizing the expense equal to the proportionate share of the total fair value of the Class A stock price on the grant date. The total expense recognized over the duration of performance awards will equal the Class A stock price on the date of grant multiplied by the number of shares ultimately awarded based on the level of attainment of the performance criteria. For grants with market performance criteria, the fair value is determined on the grant date and is calculated using the same inputs for expected volatility, expected dividend yield, and risk-free rate as stock options, noted above, with a duration of three years . The total expense recognized over the duration of the award will equal the fair value, regardless if the market performance criteria is met.

The following table summarizes the performance-based shares at the maximum award amounts based upon the respective performance share agreements. Actual shares that will vest depend on the level of attainment of the performance-based criteria.

	Number of Shares	Weighted Average Grant- Date Fair Value Per Share	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value (in millions)
Nonvested, October 3, 2015	1,835,100	\$ 32.03		
Granted	1,178,353	54.44		
Vested	(803,821)	21.67		
Forfeited	(62,563)	34.06		
Nonvested, October 1, 2016	2,147,069	\$ 48.15	1.4	\$ 160

We recognized stock-based compensation expense related to performance shares, net of income taxes, of \$11 million , \$5 million and \$4 million for fiscal 2016 , 2015 and 2014 , respectively. The related tax benefit for fiscal 2016 , 2015 and 2014 was \$7 million , \$3 million and \$2 million , respectively. As of October 1, 2016 , we had \$30 million of total unrecognized compensation based upon our progress toward the attainment of criteria related to performance-based share awards that will be recognized over a weighted average period of 2 years .



#### NOTE 14: PENSIONS AND OTHER POSTRETIREMENT BENEFITS

At October 1, 2016, we had nine defined benefit pension plans consisting of six funded qualified plans and three unfunded non-qualified plans. In regards to our qualified plans, five are frozen and noncontributory. The benefits provided under these plans are based on a formula using years of service and either a specified benefit rate or compensation level. The non-qualified defined benefit plans are for certain contracted officers and use a formula based on years of service and final average salary. We also have other postretirement benefit plans for which substantially all of our employees may receive benefits if they satisfy applicable eligibility criteria. The postretirement healthcare plans are contributory with participants' contributions adjusted when deemed necessary.

We have defined contribution retirement programs for various groups of employees. We recognized expenses of \$67 million, \$62 million and \$53 million in fiscal 2016, 2015 and 2014, respectively.

We use a fiscal year end measurement date for our defined benefit plans and other postretirement plans. We recognize the effect of actuarial gains and losses into earnings immediately for other postretirement plans rather than amortizing the effect over future periods.

Other postretirement benefits include postretirement medical costs and life insurance.

##### Benefit Obligations and Funded Status

The following table provides a reconciliation of the changes in the plans' benefit obligations, assets and funded status at October 1, 2016, and October 3, 2015:

	in millions					
	Pension Benefits				Other Postretirement	
	Qualified		Non-Qualified		Benefits	
	2016	2015	2016	2015	2016	2015
Change in benefit obligation						
Benefit obligation at beginning of year	\$ 1,785	\$ 1,849	\$ 201	\$ 182	\$ 114	\$ 163
Service cost	8	10	6	8	1	5
Interest cost	65	78	9	8	3	7
Plan amendments	—	—	—	—	(58)	(60)
Plan participants' contributions	—	—	—	—	1	2
Actuarial (gain)/loss	21	(50)	16	11	(15)	9
Benefits paid	(339)	(102)	(10)	(8)	(10)	(12)
Other	14	—	—	—	—	—
Benefit obligation at end of year	1,554	1,785	222	201	36	114
Change in plan assets						
Fair value of plan assets at beginning of year	1,576	1,647	—	3	—	—
Actual return on plan assets	135	25	—	—	—	—
Employer contributions	54	6	10	8	9	10
Plan participants' contributions	—	—	—	—	1	2
Benefits paid	(339)	(102)	(10)	(8)	(10)	(12)
Other	14	—	—	(3)	—	—
Fair value of plan assets at end of year	1,440	1,576	—	—	—	—
Funded status	\$ (114)	\$ (209)	\$ (222)	\$ (201)	\$ (36)	\$ (114)

Amounts recognized in the Consolidated Balance Sheets consist of:

in millions						
	Pension Benefits				Other Postretirement	
	Qualified		Non-Qualified		Benefits	
	2016	2015	2016	2015	2016	2015
Other current liabilities	\$ —	\$ —	\$ (9)	\$ (9)	\$ (4)	\$ (20)
Other liabilities	(114)	(209)	(213)	(192)	(32)	(94)
Total liabilities	\$ (114)	\$ (209)	\$ (222)	\$ (201)	\$ (36)	\$ (114)

Amounts recognized in Accumulated Other Comprehensive Income consist of:

in millions						
	Pension Benefits				Other Postretirement	
	Qualified		Non-Qualified		Benefits	
	2016	2015	2016	2015	2016	2015
Accumulated other comprehensive (income)/loss:						
Actuarial loss	\$ 17	\$ 57	\$ 55	\$ 43	\$ —	\$ —
Prior service (credit) (a)	—	—	—	—	(98)	(59)
Total accumulated other comprehensive (income)/loss:	\$ 17	\$ 57	\$ 55	\$ 43	\$ (98)	\$ (59)

(a) The change in prior service credit is primarily attributed to the plan amendments to the other postretirement benefits as noted within the change in benefit obligation with remainder of the change being immaterial.

At October 1, 2016 , and October 3, 2015 , eight pension plans had an accumulated benefit obligation in excess of plan assets. Plans with accumulated benefit obligations in excess of plan assets are as follows:

					in millions			
		Pension Benefits						
		Qualified		Non-Qualified				
		2016	2015	2016	2015			
Projected benefit obligation	\$	1,550	\$	1,781	\$	222	\$	201
Accumulated benefit obligation		1,550		1,781		207		193
Fair value of plan assets		1,436		1,572		—		—

The accumulated benefit obligation for all qualified pension plans was \$1,554 million and \$1,785 million at October 1, 2016 , and October 3, 2015 , respectively.

### Net Periodic Benefit Cost (Credit)

Components of net periodic benefit cost (credit) for pension and postretirement benefit plans recognized in the Consolidated Statements of Income are as follows:

							in millions		
	Pension Benefits						Other Postretirement Benefits		
	Qualified			Non-Qualified					
	2016	2015	2014	2016	2015	2014	2016	2015	2014
Service cost	\$ 8	\$ 10	\$ 1	\$ 6	\$ 8	\$ 7	\$ 1	\$ 5	\$ 2
Interest cost	65	78	10	9	8	5	3	7	3
Expected return on plan assets	(65)	(102)	(13)	—	—	—	—	—	—
Amortization of prior service cost	—	—	—	—	—	—	(20)	(1)	—
Recognized actuarial loss (gain), net	2	2	2	5	4	2	(15)	9	(8)
Recognized settlement loss (gain)	(12)	8	—	—	—	—	—	(2)	—
Net periodic benefit cost (credit)	\$ (2)	\$ (4)	\$ —	\$ 20	\$ 20	\$ 14	\$ (31)	\$ 18	\$ (3)

As of October 1, 2016 , the amounts expected to be reclassified into earnings within the next 12 months related to net periodic benefit cost for the qualified and non-qualified pensions are \$1 million and \$6 million , respectively. As of October 1, 2016 , the amount expected to be reclassified into earnings within the next 12 months related to net periodic benefit credit for the other postretirement benefits is \$25 million .

### Assumptions

Weighted average assumptions are as follows:

	Pension Benefits						Other Postretirement Benefits		
	Qualified			Non-Qualified					
	2016	2015	2014	2016	2015	2014	2016	2015	2014
Discount rate to determine net periodic benefit cost	4.47%	4.32%	4.37%	4.41%	4.36%	5.01%	3.54%	3.97%	4.41%
Discount rate to determine benefit obligations	3.72%	4.47%	4.32%	3.77%	4.41%	4.36%	3.09%	3.54%	3.97%
Rate of compensation increase	n/a	0.01%	0.01%	2.46%	2.31%	2.11%	n/a	n/a	n/a
Expected return on plan assets	4.15%	4.61%	6.37%	n/a	n/a	n/a	n/a	n/a	n/a

To determine the expected return on plan assets assumption, we first examined historical rates of return for the various asset classes within the plans. We then determined a long-term projected rate-of-return based on expected returns.

Our discount rate assumptions used to account for pension and other postretirement benefit plans reflect the rates at which the benefit obligations could be effectively settled. These were determined using a cash flow matching technique whereby the rates of a yield curve, developed from high-quality debt securities, were applied to the benefit obligations to determine the appropriate discount rate. As of October 1, 2016 and October 3, 2015, all pension and other postretirement benefit plans used the RP-2014 mortality tables.

We have five other postretirement benefit plans which are healthcare and life insurance related. Two of these plans, which benefit obligations totaled \$22 million at October 1, 2016 , were not impacted by healthcare cost trend rates as one consists of fixed annual payments and one is life insurance related. Two of the healthcare plans, which benefit obligations totaled \$2 million at October 1, 2016 , were not impacted by healthcare cost trend rates due to plan amendments. The remaining plan, which the benefit obligation totaled \$12 million at October 1, 2016 , utilized assumed healthcare cost trend rates of 9.0% and 7.6% for retirees who qualify and do not qualify for Medicare, respectively. The healthcare cost trend rate will be grading down to an ultimate rate of 4.5% in 2024/2025.

A one-percentage-point change in assumed health-care cost trend rates would have the following effects:

				in millions	
		One Percentage Point Increase		One Percentage Point Decrease	
Effect on postretirement benefit obligation	\$	1	\$	1	

#### Plan Assets

The following table sets forth the actual and target asset allocation for pension plan assets:

	2016	2015	Target Asset Allocation
Cash	0.9%	0.3%	—%
Fixed Income Securities	85.4	85.4	86.0
United States Stock Funds	3.7	3.9	4.0
International Stock Funds	6.2	6.8	6.5
Real Estate	3.8	3.6	3.5
Total	100.0%	100.0%	100.0%

Additionally, one of our foreign subsidiary pension plans had \$28 million and \$14 million in plan assets held in an insurance trust at October 1, 2016 , and October 3, 2015 , respectively.

The plan trustees have established a set of investment objectives related to the assets of the domestic pension plans and regularly monitor the performance of the funds and portfolio managers. Objectives for the pension assets are (i) to provide growth of capital and income, (ii) to achieve a target weighted average annual rate of return competitive with funds with similar investment objectives and (iii) to diversify to reduce risk. The target asset allocations are based upon the funded status of the plans. As pension obligations become better funded, we will lower risk by increasing the allocation to fixed income.

Our domestic plan assets consist mainly of common collective trusts which are primarily comprised of fixed income funds, equity securities and other investments. Fixed income securities can include, but are not limited to, direct bond investments, and pooled or indirect bond investments. Other investments may include, but are not limited to, international and domestic equities, real estate, commodities and private equity. Derivative instruments may also be used in concert with either fixed income or equity investments to achieve desired exposure or to hedge certain risks. Derivative instruments can include, but are not limited to, futures, options, swaps or swaptions. Our domestic plan assets also include mutual funds. We believe there are no significant concentrations of risk within our plan assets as of October 1, 2016 .

The following tables show the categories of pension plan assets and the level under which fair values were determined in the fair value hierarchy, which is described in Note 12: Fair Value Measurements.

						in millions
October 1, 2016	Level 1		Level 2		Level 3	Total
Cash and cash equivalents	\$	13	\$	—	\$	13
Insurance contract at contract value (a)		—		—	28	28
Total assets in fair value hierarchy	\$	13	\$	—	28	41
Investments measured at net asset value:						
Common collective trusts (b)					\$	1,399
Total plan assets					\$	1,440

						in millions
October 3, 2015	Level 1		Level 2		Level 3	Total
Cash and cash equivalents	\$	5	\$	—	\$	5
Insurance contract at contract value (a)		—		—	14	14
Total assets in fair value hierarchy	\$	5	\$	—	14	19
Investments measured at net asset value:						
Common collective trusts (b)					\$	1,557
Total plan assets					\$	1,576

- (a) We classify insurance contracts as Level 3 as there is limited activity or less observable inputs into valuation models, including current interest rates and estimated prepayment, default and recovery rates on the underlying portfolio or structured investment vehicle. The insurance contracts are valued using the plan's own assumptions about the assumptions market participants would use in pricing the assets based on the best information available, such as investment manager pricing. Significant changes to assumptions or unobservable inputs in the valuation of our Level 3 instruments would not have a significant impact to our consolidated financial statements.
- (b) Funds that are measured at fair value using the net asset value (NAV) per share practical expedient have not been categorized in the fair value hierarchy. The amounts presented above are intended to permit reconciliation of the fair value hierarchy to the fair value of total plan assets in order to determine the amounts included in Other Liabilities in the Consolidated Balance Sheets.

A reconciliation of the change in the fair value measurement of the defined benefit plans' consolidated assets using significant unobservable inputs (Level 3) is as follows:

				in millions
			Insurance contract	Total
Balance at October 3, 2015	\$	14		14
Actual return on plan assets:				
Assets still held at reporting date			—	—
Assets sold during the period			—	—
Purchases, sales and settlements, net			14	14
Transfers in and/or out of Level 3			—	—
Balance at October 1, 2016	\$	28	\$	28

#### Contributions

Our policy is to fund at least the minimum contribution required to meet applicable federal employee benefit and local tax laws. In our sole discretion, we may from time to time fund additional amounts. Expected contributions to pension plans for fiscal 2017 are approximately \$40 million. For fiscal 2016, 2015 and 2014, we funded \$64 million, \$14 million and \$9 million plans, respectively, to pension plans.

### Estimated Future Benefit Payments

The following benefit payments are expected to be paid:

					in millions
	Pension Benefits			Other Postretirement Benefits	
	Qualified	Non-Qualified			
2017	\$ 86	\$ 9	\$ 5		
2018	82	9	3		
2019	83	9	3		
2020	84	10	3		
2021	85	11	3		
2022-2026	434	62	13		

The above benefit payments for other postretirement benefit plans are not expected to be offset by Medicare Part D subsidies in fiscal 2017 or thereafter.

The above benefit payments include anticipated payments for a partial settlement for deferred vested participants within two of our qualified pension plans. Assuming an election rate of 50% and changes to the benefit obligation and accumulated other comprehensive income due to remeasurement, the partial settlement will result in \$2 million of expense to be reclassified into earnings. Actual results may differ from estimated amounts.

### Multi-Employer Plans

Additionally, we participate in a multi-employer plan that provides defined benefits to certain employees covered by collective bargaining agreements. Such plans are usually administered by a board of trustees composed of the management of the participating companies and labor representatives.

The risks of participating in multiemployer plans are different from single-employer plans. Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer stops contributing to the plan, the unfunded obligation of the plan may be borne by the remaining participating employers. If we stop participating in a plan, we may be required to pay that plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability. Contributions to the pension funds were not in excess of 5% of the total plan contributions for plan year 2016.

The net pension cost of the plan is equal to the annual contribution determined in accordance with the provisions of negotiated labor contracts. Contributions to the plan were \$1 million in fiscal 2016 and 2015. Assets contributed to such plans are not segregated or otherwise restricted to provide benefits only to our employees. The future cost of the plan is dependent on a number of factors including the funded status of the plan and the ability of the other participating companies to meet ongoing funding obligations.

Our participation in this multiemployer plan for fiscal 2016 is outlined below. The EIN/Pension Plan Number column provides the Employer Identification Number (EIN) and the three digit plan number. Unless otherwise noted, the most recent Pension Protection Act ("PPA") zone status available in fiscal 2016 and fiscal 2015 is for the plan's year beginning January 1, 2016, and 2015, respectively. The zone status is based on information that we have received from the plan and is certified by the plan's actuaries. The zone status is a secondary classification, critical and declining, within the red zone for fiscal 2016. Among other factors, plans in the red zone are generally less than 65 percent funded. Plans that are critical and declining status are projected to have an accumulated funding deficiency. The FIP/RP Status column indicates plans for which a financial improvement plan (FIP) or rehabilitation plan (RP) is either pending or has been implemented. The last column lists the expiration date(s) of the collective-bargaining agreements to which the plan is subject. There have been no significant changes that affect the comparability of contributions from year to year.

In addition to regular contributions, we could be obligated to pay additional contributions (known as complete or partial withdrawal liabilities) if it has unfunded vested benefits.

Pension Fund Plan Name	EIN/Pension Plan Number	PPA Zone Status		FIP/RP Status	Contributions (in millions)		Surcharge Imposed	Expiration Date of Collective Bargaining Agreement <sup>(a)</sup>
		2016	2015		2016	2015	2016	
Bakery and Confectionery Union and Industry International Pension Fund	52-6118572/001	Red	Red	Nov 2012	\$1	\$1	10%	October 2015

(a) Renewal negotiations are in progress.

#### NOTE 15: COMPREHENSIVE INCOME (LOSS)

The components of accumulated other comprehensive loss are as follows:

				in millions	
				2016	2015
Accumulated other comprehensive income (loss), net of taxes:					
Unrealized net hedging loss				\$ (2)	\$ (1)
Unrealized net gain on investments				1	1
Currency translation adjustment				(59)	(63)
Postretirement benefits reserve adjustments				15	(27)
Total accumulated other comprehensive loss				\$ (45)	\$ (90)

The before and after tax changes in the components of other comprehensive income (loss) are as follows:

										in millions	

## NOTE 16: SEGMENT REPORTING

We operate in four reportable segments: Chicken, Beef, Pork and Prepared Foods. We measure segment profit as operating income (loss). Other primarily includes our foreign chicken production operations in China and India and third-party merger and integration costs.

**Chicken:** Chicken includes our domestic operations related to raising and processing live chickens into, and purchasing raw materials for, fresh, frozen and value-added chicken products, as well as sales from allied products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes logistics operations to move products through our domestic supply chain and the global operations of our chicken breeding stock subsidiary.

**Beef:** Beef includes our operations related to processing live fed cattle and fabricating dressed beef carcasses into primal and sub-primal meat cuts and case-ready products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes sales from allied products such as hides and variety meats, as well as logistics operations to move products through the supply chain.

**Pork:** Pork includes our operations related to processing live market hogs and fabricating pork carcasses into primal and sub-primal cuts and case-ready products. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets. This segment also includes our live swine group, related allied product processing activities and logistics operations to move products through the supply chain.

**Prepared Foods:** Prepared Foods includes our operations related to manufacturing and marketing frozen and refrigerated food products and logistics operations to move products through the supply chain. This segment includes brands such as Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, State Fair®, Van's®, Sara Lee® and Chef Pierre®, as well as artisanal brands Aidells®, Gallo Salame®, and Golden Island®. Products primarily include pepperoni, bacon, breakfast sausage, turkey, lunchmeat, hot dogs, pizza crusts and toppings, flour and corn tortilla products, desserts, appetizers, snacks, prepared meals, ethnic foods, soups, sauces, side dishes, meat dishes, breadsticks and processed meats. Products are marketed domestically to food retailers, foodservice distributors, restaurant operators, hotel chains and noncommercial foodservice establishments such as schools, healthcare facilities, the military and other food processors, as well as to international export markets.



We allocate expenses related to corporate activities to the segments, except for third-party merger and integration costs of \$37 million, \$47 million and \$59 million in fiscal 2016, 2015 and 2014, respectively, which are included in Other. Assets and additions to property, plant and equipment relating to corporate activities remain in Other. In addition, at September 27, 2014, we included \$4.8 billion of goodwill associated with our acquisition of Hillshire Brands in Other and we completed the allocation of goodwill to our segments in fiscal 2015. See Note 5: Goodwill and Intangible Assets for further description regarding the allocation of goodwill. The results from Dynamic Fuels are also included in Other in fiscal 2014.

Information on segments and a reconciliation to income from continuing operations before income taxes are follows:

	in millions						
	Chicken	Beef	Pork	Prepared Foods	Other	Intersegment Sales	Consolidated
<b>Fiscal 2016</b>							
Sales	\$ 10,927	\$ 14,513	\$ 4,909	\$ 7,346	\$ 380	\$ (1,194)	\$ 36,881
Operating Income (Loss)	1,305	347	528	734	(81)		2,833
Total Other (Income) Expense							235
Income from Continuing Operations before Income Taxes							2,598
Depreciation and amortization	274	94	33	286	10		697
Total Assets	5,836	2,764	1,039	11,814	920		22,373
Additions to property, plant and equipment	281	99	68	178	69		695
<b>Fiscal 2015</b>							
Sales	\$ 11,390	\$ 17,236	\$ 5,262	\$ 7,822	\$ 879	\$ (1,216)	\$ 41,373
Operating Income (Loss)	1,366	(66)	380	588	(99)		2,169
Total Other (Income) Expense							248
Income from Continuing Operations before Income Taxes							1,921
Depreciation and amortization	272	97	31	280	21		701
Total Assets	5,731	3,009	927	12,006	1,296		22,969
Additions to property, plant and equipment	405	113	50	167	119		854
<b>Fiscal 2014</b>							
Sales	\$ 11,116	\$ 16,177	\$ 6,304	\$ 3,927	\$ 1,381	\$ (1,325)	\$ 37,580
Operating Income (Loss)	883	347	455	(60)	(195)		1,430
Total Other (Income) Expense							178
Income from Continuing Operations before Income Taxes							1,252
Depreciation and amortization	253	91	33	95	48		520
Total Assets	4,807	3,103	965	8,608	6,423		23,906
Additions to property, plant and equipment	307	115	36	77	97		632

The Chicken segment had sales of \$27 million, \$18 million and \$7 million for fiscal 2016, 2015 and 2014, respectively, from transactions with other operating segments. The Pork segment had sales of \$840 million, \$847 million and \$1.0 billion for fiscal 2016, 2015 and 2014, respectively, from transactions with other operating segments. The Beef segment had sales of \$327 million, \$351 million and \$307 million for fiscal 2016, 2015 and 2014, respectively, from transactions with other operating segments. The aforementioned sales from intersegment transactions, which were at market prices, were included in the segment sales in the above table.

Our largest customer, Wal-Mart Stores, Inc., accounted for 17.5%, 16.8% and 14.6% of consolidated sales in fiscal 2016, 2015 and 2014, respectively. Sales to Wal-Mart Stores, Inc. were included in all the segments. Any extended discontinuance of sales to this customer could, if not replaced, have a material impact on our operations.

The majority of our operations are domiciled in the United States. Approximately 98% , 97% and 96% of sales to external customers for fiscal 2016 , 2015 and 2014 , respectively, were sourced from the United States. Approximately \$17.3 billion and \$17.4 billion of long-lived assets were located in the United States at October 1, 2016 , and October 3, 2015 . Excluding goodwill and intangible assets, long-lived assets located in the United States totaled approximately \$5.6 billion at October 1, 2016 , and October 3, 2015 . Approximately \$204 million and \$191 million of long-lived assets were located in foreign countries, primarily Brazil, China and India, at October 1, 2016 , and October 3, 2015 , respectively. Excluding goodwill and intangible assets, long-lived assets in foreign countries totaled approximately \$180 million and \$165 million at October 1, 2016 , and October 3, 2015 , respectively.

We sell certain products in foreign markets, primarily Canada, Central America, China, the European Union, Japan, Mexico, the Middle East, South Korea, and Taiwan. Our export sales from the United States totaled \$3.5 billion , \$4.1 billion and \$4.7 billion for fiscal 2016 , 2015 and 2014 , respectively. Substantially all of our export sales are facilitated through unaffiliated brokers, marketing associations and foreign sales staffs. Sales of products produced in a country other than the United States were less than 10% of consolidated sales for each of fiscal 2016 , 2015 and 2014 .

#### NOTE 17: SUPPLEMENTAL CASH FLOWS INFORMATION

The following table summarizes cash payments for interest and income taxes:

	in millions		
	2016	2015	2014
Interest, net of amounts capitalized	\$ 242	\$ 308	\$ 118
Income taxes, net of refunds	686	437	590

#### NOTE 18: TRANSACTIONS WITH RELATED PARTIES

We have operating leases for two wastewater facilities with an entity owned by the Donald J. Tyson Revocable Trust (for which Mr. John Tyson, Chairman of the Company, is a trustee), Berry Street Waste Water Treatment Plant, LP ( 90% of which is owned by TLP), and the sisters of Mr. Tyson. Total payments of approximately \$1 million in each of fiscal 2016 , 2015 and 2014 were paid to lease the facilities.

In fiscal 2014, we purchased real estate from JHT, LLC, for \$0.5 million to build a new data center. JHT, LLC (for which Mr. John Tyson is the manager), is owned 50% by the Donald J. Tyson Revocable Trust and 50% by the Randal W. Tyson Testamentary Trust.

As of October 1, 2016, the TLP, of which John Tyson and director Barbara Tyson are general partners, owned 70 million shares, or 99.985% of our outstanding Class B stock and, along with the members of the Tyson family, owned 6.0 million shares of Class A stock, giving it control of approximately 71.18% of the total voting power of our outstanding voting stock.

#### NOTE 19: COMMITMENTS AND CONTINGENCIES

##### Commitments

We lease equipment, properties and certain farms for which total rentals approximated \$172 million , \$165 million and \$161 million , in fiscal 2016 , 2015 and 2014 , respectively. Most leases have initial terms of up to seven years, some with varying renewal periods. The most significant obligations assumed under the terms of the leases are the upkeep of the facilities and payments of insurance and property taxes.

Minimum lease commitments under non-cancelable leases at October 1, 2016 , were:

	in millions	
2017	\$	118
2018		92
2019		66
2020		43
2021		30
2022 and beyond		78
Total	\$	427

We guarantee obligations of certain outside third parties, consisting primarily of leases, debt and grower loans, which are substantially collateralized by the underlying assets. Terms of the underlying debt cover periods up to 10 years, and the maximum potential amount of future payments as of October 1, 2016 , was \$35 million . We also maintain operating leases for various types of equipment, some of which contain residual value guarantees for the market value of the underlying leased assets at the end of the term of the lease. The remaining terms of the lease maturities cover periods over the next 11 years. The maximum potential amount of the residual value guarantees is \$91 million , of which \$83 million could be recoverable through various recourse provisions and an additional undeterminable recoverable amount based on the fair value of the underlying leased assets. The likelihood of material payments under these guarantees is not considered probable. At October 1, 2016 , and October 3, 2015 , no material liabilities for guarantees were recorded.

We have cash flow assistance programs in which certain livestock suppliers participate. Under these programs, we pay an amount for livestock equivalent to a standard cost to grow such livestock during periods of low market sales prices. The amounts of such payments that are in excess of the market sales price are recorded as receivables and accrue interest. Participating suppliers are obligated to repay these receivables balances when market sales prices exceed this standard cost, or upon termination of the agreement. Our maximum obligation associated with these programs is limited to the fair value of each participating livestock supplier's net tangible assets. The potential maximum obligation as of October 1, 2016 , was approximately \$380 million . The total receivables under these programs were \$2 million at October 1, 2016 . There were no receivables under this program and at October 3, 2015 . These receivables are included, net of allowance for uncollectible amounts, in Accounts Receivable in our Consolidated Balance Sheets. Even though these programs are limited to the net tangible assets of the participating livestock suppliers, we also manage a portion of our credit risk associated with these programs by obtaining security interests in livestock suppliers' assets. After analyzing residual credit risks and general market conditions, we had no allowance for these programs' estimated uncollectible receivables at October 1, 2016 , and October 3, 2015 .

When constructing new facilities or making major enhancements to existing facilities, we will occasionally enter into incentive agreements with local government agencies in order to reduce certain state and local tax expenditures. Under these agreements, we transfer the related assets to various local government entities and receive Industrial Revenue Bonds. We immediately lease the facilities from the local government entities and have an option to re-purchase the facilities for a nominal amount upon tendering the Industrial Revenue Bonds to the local government entities at various predetermined dates. The Industrial Revenue Bonds and the associated obligations for the leases of the facilities offset, and the underlying assets remain in property, plant and equipment. At October 1, 2016, total amounts under these type of arrangements totaled \$502 million .

Additionally, we enter into future purchase commitments for various items, such as grains, livestock contracts and fixed grower fees. At October 1, 2016 , these commitments totaled:

	in millions	
2017	\$	1,817
2018		373
2019		166
2020		112
2021		95
2022 and beyond		106
Total	\$	2,669

## Contingencies

We are involved in various claims and legal proceedings. We routinely assess the likelihood of adverse judgments or outcomes to those matters, as well as ranges of probable losses, to the extent losses are reasonably estimable. We record accruals for such matters to the extent that we conclude a loss is probable and the financial impact, should an adverse outcome occur, is reasonably estimable. Such accruals are reflected in the Company's consolidated financial statements. In our opinion, we have made appropriate and adequate accruals for these matters and believe the probability of a material loss beyond the amounts accrued to be remote; however, the ultimate liability for these matters is uncertain, and if accruals are not adequate, an adverse outcome could have a material effect on the consolidated financial condition or results of operations. Listed below are certain claims made against the Company and/or our subsidiaries for which the potential exposure is considered material to the Company's consolidated financial statements. We believe we have substantial defenses to the claims made and intend to vigorously defend these matters.

Below are the details of six lawsuits involving our beef, pork and prepared foods plants in which certain present and past employees allege that we failed to compensate them for the time it takes to engage in pre- and post-shift activities, such as changing into and out of protective and sanitary clothing and walking to and from the changing area, work areas and break areas in violation of the Fair Labor Standards Act and various state laws. The plaintiffs seek back wages, liquidated damages, pre- and post-judgment interest, attorneys' fees and costs. Each case is proceeding in its jurisdiction.

- Bouaphakeo (f/k/a Sharp), et al. v. Tyson Foods, Inc., N.D. Iowa, February 6, 2007 - A jury trial was held involving our Storm Lake, Iowa pork plant which resulted in a jury verdict in favor of the plaintiffs for violations of federal and state laws for pre- and post-shift work activities. The trial court also awarded the plaintiffs liquidated damages, resulting in total damages awarded in the amount of \$5,784,758. The plaintiffs' counsel has also filed an application for attorneys' fees and expenses in the amount of \$2,692,145. We appealed the jury's verdict and trial court's award to the Eighth Circuit Court of Appeals. The appellate court affirmed the jury verdict and judgment on August 25, 2014, and we filed a petition for rehearing on September 22, 2014, which was denied. We filed a petition for a writ of certiorari with the United States Supreme Court, which was granted on June 8, 2015, and oral arguments before the Supreme Court occurred on November 10, 2015. On March 22, 2016, the Supreme Court affirmed the appellate court's rulings and remanded to the trial court to allocate the lump sum award among the class participants.
- Edwards, et al. v. Tyson Foods, Inc. d.b.a Tyson Fresh Meats, Inc., S.D. Iowa, March 20, 2008 - The trial court in this case, which involves our Perry and Waterloo, Iowa pork plants, decertified the state law class and granted other pre-trial motions that resulted in judgment in our favor with respect to the plaintiffs' claims. The plaintiffs have filed a motion to modify this judgment.
- Murray, et al. v. Tyson Foods, Inc., C.D. Illinois, January 2, 2008; and DeVoss v. Tyson Foods, Inc. d.b.a. Tyson Fresh Meats, C.D. Illinois, March 2, 2011 - These cases involve our Joslin, Illinois beef plant and are in their preliminary stages.
- Dozier, Southerland, et al. v. The Hillshire Brands Company, E.D. North Carolina, September 2, 2014 - This case involves our Tarboro, North Carolina prepared foods plant. On March 25, 2016, the parties filed a joint motion for settlement totaling \$425,000, which includes all of the plaintiffs' attorneys' fees and costs.
- Awad, et al. v. Tyson Foods, Inc. and Tyson Fresh Meats, Inc., M.D. Tennessee, February 12, 2015 - On October 12, 2016, the parties filed a joint motion for approval of a \$725,000 settlement, and plaintiffs filed an application for attorneys' fees and costs. The court granted its preliminary approval of the parties' joint motion and the application for attorneys' fees and costs, on October 21, 2016, and dismissed the action with prejudice.

Our subsidiary, The Hillshire Brands Company (formerly named Sara Lee Corporation), is a party to a consolidation of cases filed by individual complainants with the Republic of the Philippines, Department of Labor and Employment and the National Labor Relations Commission (NLRC) from 1998 through July 1999. The complaint is filed against Aris Philippines, Inc., Sara Lee Corporation, Sara Lee Philippines, Inc., Fashion Accessories Philippines, Inc., and Attorney Cesar C. Cruz (collectively, the "respondents"). The complaint alleges, among other things, that the respondents engaged in unfair labor practices in connection with the termination of manufacturing operations in the Philippines by Aris Philippines, Inc., a former subsidiary of The Hillshire Brands Company. In 2006, a labor arbiter ruled against the respondents and awarded the complainants PHP 3,453,664,710 (approximately US \$71 million) in damages and fees. The respondents appealed the labor arbiter's ruling, and it was subsequently set aside by the NLRC in December 2006. Subsequent to the NLRC's decision, the parties filed numerous appeals, motions for reconsideration and petitions for review, certain of which remained outstanding for several years. While various of those appeals, motions and/or petitions were pending, The Hillshire Brands Company, on June 23, 2014, without admitting liability, filed a settlement motion requesting that the Supreme Court of the Philippines order dismissal with prejudice of all claims against it and certain other respondents in exchange for payments allocated by the court among the complainants in an amount not to exceed PHP 342,287,800 (approximately US \$7.1 million). Based in part on its finding that the consideration to be paid to the complainants as part of such settlement was insufficient, the Supreme Court of the Philippines denied the respondents' settlement motion and all motions for reconsideration thereof. The Supreme Court of the Philippines also set aside as premature the NLRC's December 2006 ruling. As a result, the cases are now back before the NLRC, which will once again rule on the respondents' appeals regarding the labor arbiter's 2006 ruling in favor of the complainants.

In the meantime, the respondents reached a settlement with a group comprising approximately 18% of the class of 5,984 complainants, pursuant to which The Hillshire Brands Company would pay each settling complainant PHP 68,000 (approximately US \$1,402 ). The settlement was approved by the NLRC on or around April 8, 2016, and certain motions for reconsideration relating thereto were resolved on June 30, 2016. If there are no further appeals or motions for reconsideration, The Hillshire Brands Company will make the payments associated with the settlement. In the meantime, The Hillshire Brands Company awaits the NLRC's decision on the pending appeal with respect to all non-settling complainants.

On September 2, 2016, Maplevale Farms, Inc., acting on behalf of itself and a putative class of direct purchasers of poultry products, filed a class action complaint against us and certain of our poultry subsidiaries, as well as several other poultry processing companies, in the Northern District of Illinois. The complaint alleges, among other things, that beginning in January 2008 the defendants conspired and combined to fix, raise, maintain, and stabilize the price of broiler chickens in violation of United States antitrust laws. It is further alleged that the defendants concealed this conduct from the plaintiff and the putative class. The plaintiff and putative class are seeking treble damages, injunctive relief, pre- and post-judgment interest, costs, and attorneys' fees. Subsequent to the filing of this initial complaint, additional lawsuits making similar claims on behalf of putative classes of direct and indirect purchaser classes were filed in the United States District Court for the Northern District of Illinois. The lawsuits brought on behalf of putative classes of indirect purchasers allege, in addition to violations of federal antitrust laws, causes of action under various state unfair competition laws, consumer protection laws, and unjust enrichment common laws. The court has consolidated, for pretrial purposes, each of the direct purchaser actions into one case and each of the indirect purchaser actions into one case. These two actions are styled *In re Broiler Chicken Antitrust Litigation*. On October 28, 2016, plaintiffs filed consolidated amended complaints in each of the two new consolidated actions. The allegations in those complaints are substantially similar to the allegations set forth above.

**NOTE 20: QUARTERLY FINANCIAL DATA (UNAUDITED)**

in millions, except per share data

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>2016</b>				
Sales	\$ 9,152	\$ 9,170	\$ 9,403	\$ 9,156
Gross profit	1,201	1,183	1,224	1,089
Operating income	776	704	767	586
Net income	461	434	485	392
Net income attributable to Tyson	461	432	484	391
Net income per share attributable to Tyson:				
Class A Basic	\$ 1.18	\$ 1.14	\$ 1.29	\$ 1.06
Class B Basic	\$ 1.09	\$ 1.02	\$ 1.17	\$ 0.96
Diluted	\$ 1.15	\$ 1.10	\$ 1.25	\$ 1.03
<b>2015</b>				
Sales	\$ 10,817	\$ 9,979	\$ 10,071	\$ 10,506
Gross profit	956	989	986	986
Operating income	509	547	563	550
Net income	310	311	344	259
Net income attributable to Tyson	309	310	343	258
Net income per share attributable to Tyson:				
Class A Basic	\$ 0.77	\$ 0.78	\$ 0.86	\$ 0.65
Class B Basic	\$ 0.71	\$ 0.71	\$ 0.78	\$ 0.59
Diluted	\$ 0.74	\$ 0.75	\$ 0.83	\$ 0.63

Second quarter fiscal 2016 net income included a \$12 million recognition of previously unrecognized tax benefits.

Third quarter fiscal 2016 net income included a \$15 million recognition of previously unrecognized tax benefits and audit settlement.

Fourth quarter fiscal 2016 net income included a \$26 million recognition of previously unrecognized tax benefits.

First quarter fiscal 2015 net income included \$19 million pretax expense related to merger and integration, \$36 million pretax loss due to costs related to a legacy Hillshire Brands plant fire and a \$26 million unrecognized tax benefit gain.

Second quarter fiscal 2015 net income included \$14 million pretax expense related to merger and integration and \$8 million pretax gain due to insurance proceeds (net of costs) related to a legacy Hillshire Brands plant fire.

Third quarter fiscal 2015 net income included \$16 million pretax expense related to merger and integration, \$11 million pretax gains due to insurance proceeds (net of costs) related to a legacy Hillshire Brands plant fire and \$21 million pretax gains on sale of equity securities.

Fourth quarter fiscal 2015 net income included \$8 million pretax expense related to merger and integration, \$25 million pretax gains due to insurance proceeds related to a legacy Hillshire Brands plant fire, \$169 million pretax China impairment charge, \$59 million pretax impairment charges related to our Prepared Foods network optimization, \$12 million pretax closure and impairment charges related to the Denison plant closure, \$161 million pretax gain on the sale of the Mexico operation and \$39 million pretax gain related to our accounting cycle resulting in a 53-week year in fiscal 2015.

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of  
Tyson Foods, Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows present fairly, in all material respects, the financial position of Tyson Foods, Inc. and its subsidiaries at October 1, 2016 and October 3, 2015, and the results of their operations and their cash flows for each of the three years in the period ended October 1, 2016 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of October 1, 2016, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP  
Fayetteville, Arkansas  
November 21, 2016

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

### ITEM 9A. CONTROLS AND PROCEDURES

#### Evaluation of Disclosure Controls and Procedures

An evaluation was performed, under the supervision and with the participation of management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the 1934 Act)). Based on that evaluation, the CEO and CFO concluded that, as of October 1, 2016, our disclosure controls and procedures were effective.

#### Changes in Internal Control Over Financial Reporting

In the quarter ended October 1, 2016, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the 1934 Act. Our internal control over financial reporting was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting as of October 1, 2016. In making this assessment, we used criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework (2013)*.

Based on this evaluation under the framework in *Internal Control – Integrated Framework (2013)* issued by COSO, management concluded the Company's internal control over financial reporting was effective as of October 1, 2016.

The Company's independent registered public accounting firm, PricewaterhouseCoopers LLP, who has audited the fiscal 2016 financial statements included in this Annual Report on Form 10-K, has also audited the effectiveness of the Company's internal control over financial reporting as of October 1, 2016, as stated in its report which appears in Part II, Item 8 of this Annual Report on Form 10-K.

### ITEM 9B. OTHER INFORMATION

None



### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

See information set forth under the captions "Election of Directors", "Information Regarding the Board and its Committees" and "Report of the Audit Committee" in the Company's definitive Proxy Statement for the Company's Annual Meeting of Shareholders to be held February 9, 2017 (the "Proxy Statement"), which information is incorporated herein by reference. Pursuant to general instruction G(3) of Annual Report on Form 10-K, certain information concerning our executive officers is included under the caption "Executive Officers of the Company" in Part I of this Annual Report on Form 10-K.

We have a code of ethics as defined in Item 406 of Regulation S-K, which code applies to all of our directors and employees, including our principal executive officers, principal financial officer, principal accounting officer or controller, and persons performing similar functions. This code of ethics, titled "Tyson Foods, Inc. Code of Conduct," is available, free of charge on our website at <http://ir.tyson.com>.

We will post any amendments to the Code of Conduct, and any waivers that are required to be disclosed by the rules of either the Securities and Exchange Commission or the New York Stock Exchange, on our website.

#### ITEM 11. EXECUTIVE COMPENSATION

See the information set forth under the captions "Executive Compensation," "Director Compensation For Fiscal Year 2016," "Compensation Discussion and Analysis," "Report of the Compensation and Leadership Development Committee," "Compensation Committee Interlocks and Insider Participation", and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement, which information is incorporated herein by reference. However, pursuant to instructions to Item 407(e)(5) of Regulation S-K, the material appearing under the sub-heading "Report of the Compensation and Leadership Development Committee" shall be deemed "furnished" and not be deemed to be "filed" with the Securities and Exchange Commission, other than as provided in this Item 11.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

See the information included under the captions "Security Ownership of Certain Beneficial Owners" and "Security Ownership of Management" in the Proxy Statement, which information is incorporated herein by reference.

##### Securities Authorized for Issuance Under Equity Compensation Plans

The following information reflects certain information about our equity compensation plans as of October 1, 2016 :

	Equity Compensation Plan Information		
	Number of Securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of Securities remaining available for future issuance under equity compensation plans (excluding Securities reflected in the first column (a) (b))
Equity compensation plans approved by security holders	11,191,656	\$ 33.74	43,783,785
Equity compensation plans not approved by security holders	—	—	—
Total	11,191,656	\$ 33.74	43,783,785

(a) Shares available for future issuance as of October 1, 2016, under the Stock Incentive Plan (20,726,621), the Employee Stock Purchase Plan (15,409,556) and the Retirement Savings Plan (7,647,608)

(b) "Securities" and "shares" refer to the Company's Class A common stock.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

See the information included under the captions "Election of Directors", "Information Regarding the Board and its Committees" and "Certain Transactions" in the Proxy Statement, which information is incorporated herein by reference.

#### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

See the information included under the captions "Audit Fees," "Audit-Related Fees," "Tax Fees," "All Other Fees," and "Audit Committee Pre-Approval Policy" in the Proxy Statement, which information is incorporated herein by reference.

## **PART IV**

### **ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as a part of this report:

(1) Consolidated Financial Statements

Consolidated Statements of Income for the three years ended October 1, 2016

Consolidated Statements of Comprehensive Income for the three years ended October 1, 2016

Consolidated Balance Sheets at October 1, 2016 , and October 3, 2015

Consolidated Statements of Shareholders' Equity for the three years ended October 1, 2016

Consolidated Statements of Cash Flows for the three years ended October 1, 2016

Notes to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

(2) Consolidated Financial Statement Schedules

Financial Statement Schedule - Schedule II Valuation and Qualifying Accounts for the three years ended October 1, 2016

All other schedules are omitted because they are neither applicable nor required.

(3) Exhibits required by Item 601 of Regulation S-K

The exhibits filed with this report are listed in the Exhibit Index following the signature pages to this Annual Report on Form 10-K and incorporated herein by reference.

## **SIGNATURES**

Pursuant to requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **TYSON FOODS, INC.**

By: /s/ Dennis Leatherby  
Dennis Leatherby  
Executive Vice President and Chief  
Financial Officer (Principal Financial Officer)

November 21, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

<u>/s/ Gaurdie E. Banister Jr.</u> Gaurdie E. Banister Jr.	Director	November 21, 2016
<u>/s/ Mike Beebe</u> Mike Beebe	Director	November 21, 2016
<u>/s/ Curt T. Calaway</u> Curt T. Calaway	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	November 21, 2016
<u>/s/ Mikel A. Durham</u> Mikel A. Durham	Director	November 21, 2016
<u>/s/ Thomas P. Hayes</u> Thomas P. Hayes	Director and President	November 21, 2016
<u>/s/ Dennis Leatherby</u> Dennis Leatherby	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 21, 2016
<u>/s/ Kevin M. McNamara</u> Kevin M. McNamara	Director	November 21, 2016
<u>/s/ Brad T. Sauer</u> Brad T. Sauer	Director	November 21, 2016
<u>/s/ Donnie Smith</u> Donnie Smith	Director and Chief Executive Officer (Principal Executive Officer)	November 21, 2016
<u>/s/ Robert C. Thurber</u> Robert C. Thurber	Director	November 21, 2016
<u>/s/ Barbara A. Tyson</u> Barbara A. Tyson	Director	November 21, 2016
<u>/s/ John Tyson</u> John Tyson	Chairman of the Board of Directors	November 21, 2016

## EXHIBIT INDEX

### Exhibit No.

- 2.1 Agreement and Plan of Merger, dated as of July 1, 2014, by and between the Company and Hillshire Brands (previously filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed July 2, 2014, Commission File No. 001-14704, and incorporated herein by reference). Exhibits and schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K, but a copy will be furnished supplementally to the Securities and Exchange Commission upon request.
- 2.2 Share Purchase Agreement dated November 9, 2010, by and among BBU, Inc., Grupo Bimbo, S.A.B. DE C.V. and Hillshire Brands Corporation (previously filed as Exhibit 2.1 to Quarterly Report on Form 10-Q for the period ended January 1, 2011, by The Hillshire Brands Company, Commission File No. 001-03344, and incorporated herein by reference). Exhibits and schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K, but a copy will be furnished supplementally to the Securities and Exchange Commission upon request.
- 2.3 Master Separation Agreement by and between Sara Lee Corporation, D.E MASTER BLENDERS 1753 B.V. and DE US, Inc., dated as of June 15, 2012 (previously filed as Exhibit 2.1 to Current Report on Form 8-K filed June 18, 2012 by The Hillshire Brands Company, Commission File No. 001-03344, and incorporated herein by reference). Exhibits and schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K, but a copy will be furnished supplementally to the Securities and Exchange Commission upon request.
- 3.1 Restated Certificate of Incorporation of the Company (previously filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended October 3, 1998, Commission File No. 001-14704, and incorporated herein by reference).
- 3.2 Fifth Amended and Restated By-laws of the Company (previously filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed for the period ended June 29, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 4.1 Indenture dated June 1, 1995, by and between the Company and The Chase Manhattan Bank, N.A., as Trustee (the "Company Indenture") (previously filed as Exhibit 4 to Registration Statement on Form S-3, filed with the Commission on December 18, 1997, Registration No. 333-42525, and incorporated herein by reference).
- 4.2 Form of 7.0% Note due January 15, 2028, issued under the Company Indenture (previously filed as Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the period ended December 27, 1997, Commission File No. 001-14704, and incorporated herein by reference).
- 4.3 Form of 7.0% Note due May 1, 2018, issued under the Company Indenture (previously filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the period ended March 28, 1998, Commission File No. 001-14704, and incorporated herein by reference).
- 4.4 Supplemental Indenture, dated as of September 18, 2006, by and among the Company, Tyson Fresh Meats, Inc. and JPMorgan Chase Bank, National Association, supplementing the Company Indenture (previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 19, 2006, Commission File No. 001-14704, and incorporated herein by reference).
- 4.5 Supplemental Indenture dated as of September 15, 2008, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee (including the form of 3.25% Convertible Senior Notes due 2013), supplementing the Company Indenture (previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed September 15, 2008, Commission File No. 001-14704, and incorporated herein by reference).
- 4.6 Supplemental Indenture dated as of June 13, 2012, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed June 13, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 4.7 Form of 4.50% Senior Note due 2022 (previously filed as Exhibit 4.2 and included in Exhibit 4.1 to the Company's Current Report on Form 8-K filed June 13, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 4.8 Supplemental Indenture dated as of August 8, 2014, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed August 8, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.9 Form of 2.65% Senior Note due 2019 (previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed August 8, 2014, Commission File No. 001-14704, and incorporated herein by reference).

- 4.10 Supplemental Indenture dated as of August 8, 2014, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.4 to the Company's Current Report on Form 8-K filed August 8, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.11 Form of 3.95% Senior Note due 2024 (included in Exhibit 4.4 to the Company's Current Report on Form 8-K filed August 8, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.12 Supplemental Indenture dated as of August 8, 2014, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.6 to the Company's Current Report on Form 8-K filed August 8, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.13 Form of 4.875% Senior Note due 2034 (included in Exhibit 4.6 to the Company's Current Report on Form 8-K filed August 8, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.14 Supplemental Indenture dated as of August 8, 2014, by and between the Company and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)), as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.8 to the Company's Current Report on Form 8-K filed August 8, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.15 Form of 5.15% Senior Note due 2044 (previously filed as Exhibit 4.8 to the Company's Current Report on Form 8-K filed August 8, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.16 Purchase Contract Agreement dated as of August 5, 2014, by and between the Company and The Bank of New York Mellon Trust Company, N.A., as Purchase Contract Agent (previously filed as Exhibit 4.1 of the Company's Current Report on Form 8-K filed August 5, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.17 Form of Unit (previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed August 5, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.18 Form of Purchase Contract (previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed August 5, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.19 Supplemental Indenture dated as of August 5, 2014, by and between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee, supplementing the Company Indenture (previously filed as Exhibit 4.5 of the Company's Current Report on Form 8-K filed August 5, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.20 Form of Amortizing Note (previously filed as Exhibit 4.5 to the Company's Current Report on Form 8-K filed August 5, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 4.21 Indenture dated October 2, 1990, between Sara Lee Corporation and Continental Bank, N.A., as Trustee (the "Sara Lee Indenture") (previously filed as Exhibit 4.1 of Amendment No. 1 to Registration Statement No. 33-33603 on Form S-3 by Sara Lee Corporation, predecessor in interest to The Hillshire Brands Company, filed with the Commission on October 5, 1990, Commission File No. 001-03344, and incorporated herein by reference).
- 4.22 Form of 4.10% Notes due 2020 issued pursuant to the Sara Lee Indenture (previously filed as Exhibit 4.2 to Current Report on Form 8-K dated September 7, 2010 by The Hillshire Brands Company, Commission File No. 001-03344, and incorporated herein by reference).
- 4.23 Form of 6.13% Notes due 2032 issued pursuant to the Sara Lee Indenture (previously filed as Exhibit 4.25 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 10.1 Credit Agreement, dated as of September 25, 2014, by and among the Company, JPMorgan Chase Bank, N.A., as the Administrative Agent, and certain other lenders party thereto (previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 29, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 10.2 Term Loan Agreement, dated as of July 15, 2014, by and among the Company, Morgan Stanley Senior Funding, Inc., as the Administrative Agent, and certain other lenders party thereto (previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed July 17, 2014, Commission File No. 001-14704, and incorporated herein by reference).

- 10.3 Term Loan Agreement, dated as of April 7, 2015, by and among the Company, Bank of America, N.A. as lender, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole bookrunner (previously filed as exhibit 10.1 to the Company's Current Report on Form 8-K filed April 8, 2015, Commission File No. 001-14704, and incorporated herein by reference).
- 10.4 Amendment No. 1 to Term Loan Agreement, dated as of May 5, 2016, by and between the Company and Bank of America, N.A. as lender (previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended April 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.5 \* Amended and Restated Employment Agreement, dated as of May 1, 2014, by and between the Company and John Tyson (previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended March 29, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 10.6 \* Employment Agreement, dated November 14, 2012, by and between the Company and Donald J. Smith (previously filed as Exhibit 10.12 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.7 \* Employment Agreement, dated November 14, 2012, by and between the Company and David Van Bebber (previously filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.8 \* Employment Agreement, dated November 14, 2012, by and between the Company and Dennis Leatherby (previously filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.9 \* Employment Agreement, dated November 15, 2013, by and between the Company and Donnie D. King (previously filed as Exhibit 10.17 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 10.10 \* Employment Agreement, dated November 15, 2013, by and between the Company and Noel W. White (previously filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 10.11 \* Employment Agreement, dated November 15, 2013, by and between the Company and Howell P. Carper (previously filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 10.12 \* Employment Agreement, dated November 12, 2013, by and between the Company and Stephen R. Stouffer (previously filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 10.13 \* Employment Agreement, dated August 29, 2014, by and between the Company and Andrew P. Callahan (previously filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 10.14 \* Employment Agreement, dated August 29, 2014, by and between the Company and Sobhana (Sally) Grimes (previously filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 10.15 \* Employment Agreement, dated August 29, 2014, by and between the Company and Thomas Hayes (previously filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 10.16 \* Employment Agreement, dated August 29, 2014, by and between the Company and Mary Oleksiuk (previously filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 10.17 \* Employment Agreement, dated November 17, 2015, by and between the Company and Donald J. Smith (previously filed as Exhibit 10.17 to the Company's Annual Report on Form 10-K for the fiscal year ended October 3, 2015, Commission File No. 001-14704, and incorporated herein by reference).
- 10.18 \* Employment Agreement, dated August 28, 2015, by and between the Company and Curt T. Calaway (previously filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended October 3, 2015, Commission File No. 001-14704, and incorporated herein by reference).
- 10.19 \* Employment Agreement, dated April 25, 2016, by and between the Company and Monica McGurk (previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended April 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.20 \* Amended and Restated Employment Agreement dated as of June 13, 2016, entered into between the Company and Thomas Hayes (previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 14, 2016, Commission File No. 001-14704,

and incorporated herein by reference).



- 10.21 \* Letter Agreement dated as of June 13, 2016, between the Company and Donnie Smith (previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed June 14, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.22 \* Form of Retention Award Letter Agreement, dated August 29, 2014, by and between the Company and Andrew Callahan, Sobhana (Sally) Grimes, Thomas Hayes and Mary Oleksiuk (previously filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 10.23 \* Indemnity Agreement, dated as of September 28, 2007, between the Company and John Tyson (previously filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed September 28, 2007, Commission File No. 001-14704, and incorporated herein by reference).
- 10.24 \* Form of Indemnity Agreement between Tyson Foods, Inc. and its directors and certain executive officers (previously filed as Exhibit 10(t) to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1995, Commission File No. 0-3400, and incorporated herein by reference).
- 10.25 \* Tyson Foods, Inc. Annual Incentive Compensation Plan for Senior Executives adopted February 4, 2005, and reapproved February 5, 2010 (previously filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended October 1, 2005, Commission File No. 001-14704, and incorporated herein by reference).
- 10.26 \* Amended and Restated Tyson Foods, Inc. Employee Stock Purchase Plan, effective as of February 1, 2013 (previously filed as Exhibit 99.2 to Registration Statement on Form S-8, filed with the Commission on February 22, 2013, Registration No. 333-186797, and incorporated herein by reference).
- 10.27 \* First Amendment to the Tyson Foods, Inc. Employee Stock Purchase Plan, effective February 1, 2013 (previously filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 10.28 \* Amended and Restated Executive Savings Plan of Tyson Foods, Inc. effective January 1, 2013 (previously filed as Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 10.29 \* Amended and Restated Tyson Foods, Inc. 2000 Stock Incentive Plan effective February 1, 2013 (previously filed as Exhibit 99.1 to Registration Statement on Form S-8, filed with the Commission on February 22, 2013, Registration No. 333-186797, and incorporated herein by reference).
- 10.30 \* First Amendment to the Tyson Foods, Inc. 2000 Stock Incentive Plan effective May 1, 2013 (previously filed as Exhibit 10.29 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 10.31 \* Amended and Restated Tyson Foods, Inc. Supplemental Executive Retirement and Life Insurance Premium Plan effective November 14, 2013 (previously filed as Exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-147-4, and incorporated herein by reference).
- 10.32 \* Retirement Savings Plan of Tyson Foods, Inc. effective January 1, 2011 (previously filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended October 1, 2011, Commission File No. 001-14704, and incorporated herein by reference).
- 10.33 \* First Amendment to the Retirement Savings Plan of Tyson Foods, Inc., as Amended and Restated as of January 1, 2011 (previously filed as Exhibit 10.32 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 10.34 \* Amended and Restated Retirement Income Plan of IBP, inc. effective August 1, 2000, and Amendment to Freeze the Retirement Income Plan of IBP, inc. effective December 31, 2002 (previously filed as Exhibit 10.46 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2008, Commission File No. 001-14704, and incorporated herein by reference).
- 10.35 \* Form of Restricted Stock Agreement pursuant to which restricted stock awards were granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan prior to July 31, 2009 (previously filed as Exhibit 10.48 to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2004, Commission File No. 001-14704, and incorporated herein by reference).
- 10.36 \* Form of Restricted Stock Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective July 31, 2009 (previously filed as Exhibit 10.41 to the Company's Annual Report on Form 10-K for the fiscal year ended October 3, 2009, Commission File No. 001-14704, and incorporated herein by reference).

- 10.37 \* Form of Restricted Stock Agreement pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective January 1, 2010 (previously filed as Exhibit 10.41 to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2010, Commission File No. 001-14704, and incorporated herein by reference).
- 10.38 \* Form of Stock Incentive Agreement with key employees and contracted employees at band level 3-9 pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective October 26, 2012 (previously filed as Exhibit 10.38 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.39 \* Form of Stock Incentive Agreement with the remaining contracted employees pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective October 26, 2012 (previously filed as Exhibit 10.39 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.40 \* Form of Stock Option Grant Agreement pursuant to which stock option awards were granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan prior to July 31, 2009 (previously filed as Exhibit 10.49 to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2004, Commission File No. 001-14704, and incorporated herein by reference).
- 10.41 \* Form of Stock Option Grant Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective July 31, 2009, through February 3, 2010 (previously filed as Exhibit 10.43 to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2010, Commission File No. 001-14704, and incorporated herein by reference).
- 10.42 \* Form of Stock Option Grant Agreement pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective February 4, 2010 (previously filed as Exhibit 10.44 to the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2010, Commission File No. 001-14704, and incorporated herein by reference).
- 10.43 \* Form of Stock Option Grant Agreement with non-contracted employees pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 29, 2010 (previously filed as Exhibit 10.40 to the Company's Annual Report on Form 10-K for the fiscal year ended October 1, 2011, Commission File No. 001-14704, and incorporated herein by reference).
- 10.44 \* Form of Stock Option Grant Agreement with contracted employees at band level 1-5 pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 29, 2010 (previously filed as Exhibit 10.41 to the Company's Annual Report on Form 10-K for the fiscal year ended October 1, 2011, Commission File No. 001-14704, and incorporated herein by reference).
- 10.45 \* Form of Stock Option Grant Agreement with key employees and contracted employees at band level 6-9 pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 29, 2010 (previously filed as Exhibit 10.42 to the Company's Annual Report on Form 10-K for the fiscal year ended October 1, 2011, Commission File No. 001-14704, and incorporated herein by reference).
- 10.46 \* Form of Stock Option Grant Agreement with non-contracted employees pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 28, 2011 (previously filed as Exhibit 10.46 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.47 \* Form of Stock Option Grant Agreement with contracted employees at band level 1-5 pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 28, 2011 (previously filed as Exhibit 10.47 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.48 \* Form of Stock Option Grant Agreement with key employees and contracted employees at band level 6-9 pursuant to which stock option awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 28, 2011 (previously filed as Exhibit 10.48 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.49 \* Form of Stock Incentive Agreement pursuant to which stock options are granted to contracted employees under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective October 26, 2012 (previously filed as Exhibit 10.49 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.50 \* Form of Stock Incentive Agreement pursuant to which stock options are granted to non-contracted employees under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective October 26, 2012 (previously filed as Exhibit 10.50 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).



- 10.51 \* Form of Performance Stock Award Agreement pursuant to which performance stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective October 4, 2010 (previously filed as Exhibit 10.44 to the Company's Annual Report on Form 10-K for the fiscal year ended October 1, 2011, Commission File No. 001-14704, and incorporated herein by reference).
- 10.52 \* Form of Performance Stock Award Agreement pursuant to which performance stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective October 3, 2011 (previously filed as Exhibit 10.52 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.53 \* Form of Stock Incentive Agreement pursuant to which performance stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective October 26, 2012 (previously filed as Exhibit 10.53 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.54 \* Form of Stock Incentive Award Agreement with non-contracted officers pursuant to which performance stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.55 \* Form of Stock Incentive Award Agreement with contracted officers pursuant to which performance stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.56 \* Form of Stock Incentive Award Agreement with contracted employees pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.57 \* Form of Stock Incentive Award Agreement with non-contracted employees which include non-competition, non-solicitation and confidentiality agreements, pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.58 \* Form of Stock Incentive Award Agreement with non-contracted employees pursuant to which restricted stock awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.59 \* Form of Stock Incentive Award Agreement pursuant to which restricted stock awards subject to performance criteria are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.60 \* Form of Stock Incentive Plan Stock Agreement pursuant to which restricted stock units awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.61 \* Form of Stock Incentive Agreement pursuant to which stock appreciation rights awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.62 \* Form of Stock Incentive Award Agreement with contracted employees pursuant to which stock options awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.63 \* Form of Stock Incentive Award Agreement with non-contracted employees which include non-competition, non-solicitation and confidentiality agreements, pursuant to which stock options awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).
- 10.64 \* Form of Stock Incentive Award Agreement with non-contracted employees pursuant to which stock options awards are granted under the Tyson Foods, Inc. 2000 Stock Incentive Plan effective November 30, 2015 (previously filed as Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q for the period ended January 2, 2016, Commission File No. 001-14704, and incorporated herein by reference).

- 10.65 \* Tyson Foods, Inc. Severance Pay Plan for Contracted Employees, effective October 31, 2012 (previously filed as Exhibit 10.54 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2012, Commission File No. 001-14704, and incorporated herein by reference).
- 10.66 Tax Sharing Agreement, dated as of June 15, 2012, by and among Sara Lee Corporation, D.E MASTER BLENDERS 1753 B.V. and DE US, Inc. (previously filed as Exhibit 10.1 to the Current Report on Form 8-K dated June 18, 2012 by The Hillshire Brands Company, Commission File No. 001-03344, and incorporated herein by reference).
- 10.67 \* First Amendment to the Company's Supplemental Executive Retirement and Life Insurance Premium Plan as Amended and Restated as of November 14, 2014 (previously filed as Exhibit 10.57 to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2014, Commission File No. 001-14704, and incorporated herein by reference).
- 10.68 \* Amended and Restated Tyson Foods, Inc. Supplemental Executive Retirement and Life Insurance Premium Plan effective January 1, 2017.
- 12.1 Calculation of Ratio of Earnings to Fixed Charges.
- 14.1 Code of Conduct of the Company (previously filed as Exhibit 14.1 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2013, Commission File No. 001-14704, and incorporated herein by reference).
- 21 Subsidiaries of the Company.
- 23 Consent of PricewaterhouseCoopers LLP.
- 31.1 Certification of Chief Executive Officer pursuant to SEC Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to SEC Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial information from our Annual Report on Form 10-K for the year ended October 1, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Income, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, (vi) the Notes to Consolidated Financial Statements, and (vii) Financial Statement Schedule.

\* Indicates a management contract or compensatory plan or arrangement.

**FINANCIAL STATEMENT SCHEDULE**  
**TYSON FOODS, INC.**  
**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**

Three Years Ended October 1, 2016

in millions

				Additions							
		Balance at Beginning of Period		Charged to Costs and Expenses		Charged to Other Accounts		(Deductions)		Balance at End of Period	
Allowance for Doubtful Accounts:											
	2016	\$	27	\$	10	\$	—	\$	(4)	\$	33
	2015		34		1		—		(8)		27
	2014		46		5		—		(17)		34
Inventory Lower of Cost or Market Allowance:											
	2016	\$	58	\$	70	\$	—	\$	(89)	\$	39
	2015		7		99		—		(48)		58
	2014		16		14		—		(23)		7
Valuation Allowance on Deferred Tax Assets:											
	2016	\$	68	\$	10	\$	—	\$	(6)	\$	72
	2015		51		21		—		(4)		68
	2014		77		26		13		(65)		51

TYSON FOODS, INC.  
SUPPLEMENTAL EXECUTIVE RETIREMENT  
AND LIFE INSURANCE PREMIUM PLAN  
(AMENDED AND RESTATED AS OF JANUARY 1, 2017)

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SECTION 1  
INTRODUCTION

The Company maintains the Tyson Foods, Inc Supplemental Executive Retirement and Life Insurance Premium Plan (the “Plan”) originally effective as of March 12, 2004.

The Plan is currently maintained pursuant to an amended and restated document effective as of November 14, 2013, as amended by the First Amendment thereto dated November \_\_, 2014.

The Company now desires to amend and restate the Plan, primarily to revise the eligibility provisions of the Plan.

The Company currently intends to maintain the Plan indefinitely. The Plan provides for each Plan Sponsor to pay its respective benefits and administrative costs from its general assets. The establishment of the Plan shall not convey rights to Participants or any other person which are greater than those of the general creditors of the respective Plan Sponsor.

The terms and conditions of participation and benefits under the Plan are determined exclusively by the provisions of this document and any amendments thereto adopted in accordance with Section 9 hereof. In the event of any conflict between the provisions of this document, as it may be amended from time to time hereafter, and any other description of the Plan, the provisions of this document, as it may be so amended, control.

The provisions of this amended and restated document are generally effective as of January 1, 2017 (the “Effective Date”), except as otherwise provided for herein.

SECTION 2  
DEFINITIONS

As used in this Plan, the masculine pronoun shall include the feminine and the feminine pronoun shall include the masculine unless otherwise specifically indicated. In addition, the following words and phrases as used in this Plan shall have the following meaning unless a different meaning is plainly required by the context:

2.1 “Actuarial Equivalent” means a benefit of equivalent value, when computed on the basis of the same mortality table and the rate(s) of interest and/or empirical table(s). The Plan Administrator shall establish the applicable mortality table, rate of interest and/or empirical table in its sole discretion. Prior to a Change of Control, the Plan Administrator may change the table(s) and/or rate(s) of interest used in determining whether a benefit is the Actuarial Equivalent of another benefit. No Participant shall accrue a right to have any particular table or interest rate used in computing the lump sum value of his or her SERP benefit and, therefore, differences in Actuarial Equivalent computations attributable to varying table(s) and/or rate(s) of interest shall not be deemed a part of a Participant’s “accrued” benefits as described in Section 9.1. Effective with a Change of Control, the table(s) and rate(s) of interest shall remain the same as those in effect immediately prior to the Change of Control.

2.2 “Affiliate” means (a) any corporation which is a member of the same controlled group of corporations (within the meaning of Code Section 414(b)) as is a Plan Sponsor, (b) any other trade

or business (whether or not incorporated) under common control (within the meaning of Code Section 414(c)) with a Plan Sponsor, (c) any other corporation, partnership or other organization which is a member of an affiliated service group (within the meaning of Code Section 414(m)) with a Plan Sponsor, and (d) any other entity required to be aggregated with a Plan Sponsor pursuant to regulations under Code Section 414(o).

2.3 “Band Level” means the level within the classification system assigned to a Participant’s job position. Effective October 9, 2016, the Band Level classification system became a Grade Level system. The Band Level mapped over to the Grade Level system in accordance with the following schedule:

<u>Band Level</u>	<u>Grade Level</u>
0	98&99
1	97
2	96
4&5	95
6	94
7	93
8&9	92

2.4 “Board of Directors” means the Board of Directors of Tyson Foods, Inc.

2.5 “Change of Control” means any one of the following events occurring after March 12, 2004:

(a) the acquisition by any individual, entity or “group,” within the meaning of Section 13(d)(3) or Section 14(d)(2) of the Securities Exchange Act of 1934 (a “Person”), of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Securities Exchange Act of 1934) of voting securities of the Company where such acquisition causes any such Person to own twenty-five percent (25%) or more of the combined voting power of the then outstanding voting securities then entitled to vote generally in the election of directors (the “Outstanding Voting Securities”); provided, however, that for purposes of this Subsection (a), the following shall not be deemed to result in a Change of Control, (1) any acquisition directly from the Company, unless such a Person subsequently acquires additional shares of Outstanding Voting Securities other than from the Company, in which case any such subsequent acquisition shall be deemed to be a Change of Control; or (2) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company;

(b) a merger, consolidation, share exchange, combination, reorganization or like transaction involving the Company in which the stockholders of the Company immediately prior to such transaction do not own at least fifty percent (50%) of the value or voting power of the issued and outstanding capital stock of the Company or its successor immediately after such transaction;

(c) the sale or transfer (other than as security for the Company's obligations) of more than fifty percent (50%) of the assets of the Company in any one transaction or a series of related transactions occurring within a one (1) year period in which the Company, any corporation controlled by the Company or the stockholders of the Company immediately prior to the transaction do not own at least fifty percent (50%) of the value or voting power of the issued and outstanding equity securities of the acquiror immediately after the transaction;

(d) the sale or transfer of more than fifty percent (50%) of the value or voting power of the issued and outstanding capital stock of the Company by the holders thereof in any one transaction or a series of related transactions occurring within a one (1) year period in which the Company, any corporation controlled by the Company or the stockholders of the Company immediately prior to the transaction do not own at least fifty percent (50%) of the value or voting power of the issued and outstanding equity securities of the acquiror immediately after the transaction;

(e) within any twelve-month period the persons who were directors of the Company immediately before the beginning of such twelve-month period (the "Incumbent Directors") shall cease to constitute at least a majority of the Board of Directors; provided that no director whose initial assumption of office is in connection with an actual or threatened election contest (as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Securities Exchange Act of 1934) relating to the election of directors of the Company shall be deemed to be an Incumbent Director; or

(f) the dissolution or liquidation of the Company.

Notwithstanding the foregoing, in interpreting the foregoing provisions, the term "Change of Control" shall not be deemed to include any event as a result of which one or more of the following persons or entities possess or continues to possess, immediately after such event, over fifty percent (50%) of the combined voting power of the Company or, if applicable, a successor entity: (1) Tyson Limited Partnership, or any successor entity; (2) individuals related to the late Donald John Tyson by blood, marriage or adoption, or the estate of any such individual (including Donald John Tyson's); or (3) any entity (including, but not limited to, a partnership, corporation, trust or limited liability company) in which one or more of the entities, individuals or estates described in clauses (1) and (2) hereof possess over fifty percent (50%) of the combined voting power or beneficial interests of such entity.

2.6 "Code" means the Internal Revenue Code of 1986 and all regulatory guidance promulgated thereunder, as the same may be amended and modified from time to time.

2.7 "Company" means Tyson Foods, Inc. and any successor thereto.

2.8 “Compensation” means the base salary paid to, or deferred by, an Active Participant for services rendered to the Company or an Affiliate during any calendar year in which the Participant accrues Creditable Service, including any deferrals of base salary, bonus or other cash incentive under a 401(k) plan, deferrals under a non-qualified, defined contribution deferred compensation plan or salary reduction under a cafeteria plan of the Company or an Affiliate, plus any annual cash bonus or other cash incentive payable to an Active Participant under a recurring incentive program applicable to one or more classes of employees. Compensation shall not include any other forms of compensation, fringe benefits or severance payments or benefits, whether characterized as such, made pursuant to any employment agreement, separation agreement, severance plan or policy or any similar arrangement, unless such agreement, plan, policy or arrangement expressly provides that the special termination or severance payments or benefits are to be included as Compensation under the Plan.

(a) Notwithstanding the foregoing, with respect to any approved period of absence during which disability benefits are being paid to the Participant under a short-term or long-term disability plan then maintained by the Company or an Affiliate which is included as Creditable Service, the Participant’s Compensation for purposes of the Plan for each calendar year encompassed by such period of absence shall be deemed to be the greater of (1) his Compensation paid for the last full calendar year of his employment immediately preceding the calendar year in which such absence began, or (2) the actual Compensation the Participant received in the calendar year.

(b) Notwithstanding the foregoing, with respect to any approved, but unpaid, period of absence which is included as Creditable Service, the Participant’s Compensation for purposes of the Plan for such period of absence shall be deemed to be the Participant’s base salary at the rate in effect immediately prior to the commencement of the period of absence.

(c) If a Participant is granted Creditable Service pursuant to Section 2.10(c) or (d), the Plan Administrator shall also recognize Compensation paid to the Participant during the same period corresponding to the period of additional Creditable Service for purposes of determining retirement benefits under the Plan.

2.9 “Contracted Officer” means (a) from March 12, 2004 until December 31, 2016, an employee of a Plan Sponsor who has a written employment agreement in effect with the Plan Sponsor for the performance of services in a recognized officer position of the employing entity in Band Levels 0 through 9; and (b) from and after January 1, 2017, an employee of a Plan Sponsor for the performance of services in a recognized officer position of the employing entity in Grade Levels 99 through 92.

2.10 “Creditable Service” means:

(a) The total number of years and completed months of continuous service rendered by an Active Participant for the Company or an Affiliate while an Eligible Contracted Officer from and after January 1, 2004.

(b) Periods of authorized leaves of absence from the Company or any Affiliate credited to an Eligible Contracted Officer on or after January 1, 2004, including but not limited to leaves required to be granted pursuant to the Family and Medical Leave Act of 1993 and the Uniformed Services Employment and Reemployment Rights Act, and, notwithstanding any other provision of this Plan to the contrary, any period of an authorized leave of absence on or after January 1, 2004 credited to an Eligible Contracted Officer while disability benefits are being paid under a short-term or long-term disability plan then maintained by the Company or an Affiliate.

(c) Any prior Creditable Service under this Plan rendered by an Active Participant who becomes an Inactive Participant shall be disregarded if he or she again becomes an Active Participant, unless the prior Creditable Service is to be recognized pursuant to Section 3.5 or unless otherwise recognized by the Plan Administrator pursuant to Section 2.10(d) and communicated to the Participant in writing.

(d) Subject to approval by the Plan Administrator, a Participant may be granted additional years of Creditable Service for purposes of determining retirement benefits under the Plan. Additional service granted under provisions of an individual agreement between the Company or any Affiliate and a Participant or under any severance plan or policy of the Company covering the Participant shall also be included in determining Creditable Service, but only in accordance with the specific terms of such provisions.

2.11 “Disability” means a disability of a Participant which, in the opinion of the Plan Administrator, causes a Participant to be totally and permanently disabled due to sickness or injury so as to be completely unable to perform any and every duty pertaining to his occupation from a cause other than as specified below:

- (a) excessive and habitual use by the Participant of drugs, intoxicants or narcotics;
- (b) injury or disease sustained by the Participant while willfully and illegally participating in fights, riots, civil insurrections or while committing a felony;
- (c) injury or disease sustained by the Participant diagnosed or discovered subsequent to the date of his Separation from Service; and
- (d) injury or disease sustained by the Participant while working for anyone other than the Plan Sponsor or any Affiliate and arising out of such employment.

The determination of whether or not a Disability exists shall be determined by the Plan Administrator and shall be substantiated by competent medical evidence.

2.12 “Disability Retirement Allowance” means the SERP retirement benefits payable to an otherwise eligible Participant, as described in Section 4.1(c), who experiences a Separation from Service due to a Disability.

2.13 “Early Retirement Allowance” means the SERP retirement benefits payable under Section 4.3 to a Participant who retires prior to attaining Normal Retirement Age.

2.14 “Eligible Contracted Officer” means:

(a) a Grandfathered Participant under Section 2.18(a), but only for that period of time he or she continues to occupy an officer position, prior to January 1, 2017, in a Band Level of 0 through 9 and, from and after January 1, 2017, in a Grade Level of 99 through 92;

(b) a Grandfathered Participant under Section 2.18(b), but only for that period of time he or she continues to occupy an officer position, prior to January 1, 2017, in a Band Level of 0 through 5 and, from and after January 1, 2017, in a Grade Level of 99 through 95; and

(c) a Contracted Officer, but only for that period he or she occupies an officer position in a Grade Level of 99, 98 or 97.

2.15 “ERISA” means the Employee Retirement Income Security Act of 1974 and all regulatory guidance thereunder, as the same may be amended and modified from time to time.

2.16 “Final Average Compensation” means the average annual Compensation of a Participant measured over the final five (5) consecutive, whole calendar years during the Participant’s entire period of Creditable Service. If a Participant has less than five (5) consecutive, whole calendar years of Creditable Service, Final Average Compensation shall be computed over all such years.

2.17 “Grade Level” means the level within the classification system assigned to a Participant’s job position under the method adopted by the Board of Directors effective as of January 1, 2017.

2.18 “Grandfathered Participant” means (a) a Contracted Officer who was an Active or Inactive Participant occupying an officer position in a Band Level of 0 through 9 at any time prior to March 1, 2007; and (b) a Contracted Officer who was an Active or Inactive Participant occupying an officer position in a Band Level of 0 through 5 at any time prior to January 1, 2017.

2.19 “LIP” means the portion of the Plan providing the life insurance premiums payment benefits described in Section 6.

2.20 “Nonforfeitable” refers only to the vested, but unsecured, contractual right of a Participant, if any, to benefits under this Plan. In no event, however, shall “Nonforfeitable” imply any preferred claim on, or any beneficial ownership interest in, any assets of the Plan Sponsor before those assets are paid to any Participant pursuant to the terms of the Plan. As provided in Sections 6.3 and 8.5 below, certain events may result in the forfeiture even of Nonforfeitable benefits.

2.21 “Normal Retirement Age” means age 62.

2.22 “Normal Retirement Allowance” means the SERP retirement benefits payable under Section 4.2 to a Participant who retires on or after attaining Normal Retirement Age.

2.23 “Participant” means any Active Participant, Inactive Participant or Retired Participant.

(a) “Active Participant” means an Eligible Contracted Officer of a Plan Sponsor from the time participation in the Plan begins pursuant to Section 3.1 until the earliest of the time:

- (1) the Participant retires and is entitled to SERP retirement benefits under Section 4,
- (2) the Participant becomes an Inactive Participant,
- (3) the Participant experiences a Separation from Service (regardless of the reason) prior to becoming entitled to SERP retirement benefits under Section 4, except as otherwise provided in Section 9.5, or
- (4) the Participant ceases to be an Active Participant by reason of an event described in Section 9.3 or 9.5.

Notwithstanding the foregoing, if an Active Participant is placed on an approved leave of absence, as defined by the Plan Administrator from time to time under uniform and nondiscriminatory rules, and, at the date of such change in status, the Participant has a Nonforfeitable right to his or her SERP retirement benefit, the Plan Administrator may provide for continuation of the Participant’s status as an Active Participant in the Plan notwithstanding any provision of this Section 2.23 to the contrary.

(b) “Inactive Participant” means a Participant who ceases to be an Active Participant, who has not become a Retired Participant and who:

- (1) had a Nonforfeitable right to his or her SERP retirement benefits before ceasing to be an Active Participant;
- (2) (i) continues to be a Contracted Officer of the Company or an Affiliate but who, as a result of a change in status, ceases to be an Eligible Contracted Officer; or (ii) ceases to be a Contracted Officer but returns to an Eligible Contracted Officer position under the criteria set forth in Section 3.5(a)(2); or

(3) has his or her Active Participant status terminated solely by reason of Section 2.23(a)(4).

An Inactive Participant described in Section 2.23(b)(1) who earned a Nonforfeitable right to his or her SERP retirement benefit while an Active Participant and an Inactive Participant who earns a Nonforfeitable right to his or her SERP retirement benefit while an Inactive Participant pursuant to Section 2.23(b)(2) shall be eligible for retirement benefits in accordance with Section 4 from and after the date the SERP retirement benefit becomes Nonforfeitable. However, as set forth in Section 3.5, for purposes of Sections 4.2(a)(1) and 4.2(b)(1), no increase in SERP retirement benefits shall be attributed to Compensation paid or for services rendered during the period of time that such a Participant is classified as an Inactive Participant.

(c) “Retired Participant” shall mean either (1) an Active Participant who has retired on or after meeting the requirements for a Normal, Early or Disability Retirement Allowance under Section 4 or (2) an Inactive Participant who met the requirements for a Normal, Early or Disability Retirement Allowance under Section 4 prior to becoming, or during his or her status as, an Inactive Participant and who subsequently retires.

2.24 “Plan” means this Tyson Foods, Inc. Supplemental Executive Retirement and Life Insurance Premium Plan, as from time to time amended, providing the SERP and LIP benefits described herein.

2.25 “Plan Administrator” means the person or persons appointed by the Board of Directors to administer the Plan on behalf of the Company and, in lieu of any such appointment, the administrative committee established by the Company generally responsible for the administration of the Company’s employee benefit plans.

2.26 “Plan Sponsor” means the Company and each Affiliate that has adopted the Plan with the approval of the Company.

2.27 “Separation from Service” shall mean a separation from service with the Company and its Affiliates within the meaning of Treasury Regulations Section 1.409A-1(h) and any successor guidance thereto. No Separation from Service shall occur while a Participant is on any bona fide leave of absence not in excess of six (6) months duration or, if longer, so long as the Participant’s right to reemployment is provided either by statute or contract.

2.28 “SERP” means the portion of the Plan providing the retirement benefits described in Section 4.

2.29 “Specified Employee” shall mean a Participant who is a key employee (as defined in Code Section 416(i) without regard to Code Section 416(i)(5)) of the Company (or an entity which is considered to be a single employer with the Company under Code Section 414(b) or 414(c)) at any time during the twelve (12) month period ending on December 31. Notwithstanding the foregoing, a Participant who is a key employee determined under the preceding sentence will be deemed to be a Specified Employee solely for the period of April 1 through March 31 following such December 31 or as otherwise required by Code Section 409A.



2.30 “Spouse” means a person who, at the time payment of a Retired Participant’s SERP retirement benefits are to commence, is alive and married to the Participant and has been married for at least one year to the Participant as evidenced by a valid marriage certificate. For purposes of determining whether a same-sex spouse constitutes a “Spouse” hereunder, Spouse means the individual to whom a Participant is lawfully married according to the law of the state or other jurisdiction in which such marriage occurred.

2.31 “Vesting Service” means:

(a) Except as otherwise provided in this Section 2.31, the total number of years and completed months of continuous service rendered by an Active Participant as an employee of the Company or an Affiliate.

(b) Vesting Service includes any periods of authorized leaves of absence from the Company or any Affiliate by a Participant, including but not limited to leaves required to be granted pursuant to the Family and Medical Leave Act of 1993 and the Uniformed Services Employment and Reemployment Rights Act, and, notwithstanding any other provision of this Plan to the contrary, any period of an authorized leave of absence while disability benefits are being paid to the Participant under a short-term or long-term disability plan then maintained by the Company or an Affiliate.

(c) An Active Participant who ceases to be an Eligible Contracted Officer but who continues to be a Contracted Officer shall receive credit for Vesting Service while his or her status as a Contracted Officer continues.

(d) An Active Participant who ceases to be a Contracted Officer before re-qualifying as an Active Participant shall receive credit for Vesting Service performed for his or her prior continuous period of service as an employee of the Company or an Affiliate, provided he or she returns to an Eligible Contracted Officer position within five (5) years from losing his or her position as an Eligible Contracted Officer; however, such credit shall count only for purposes of determining whether his or her SERP retirement benefits are Nonforfeitable and not for purposes of determining the amount of the SERP retirement benefit under either Section 4.2(a)(2) or Section 4.2(b)(2). Such a Participant shall not earn Vesting Service during the period commencing with the date he or she ceased to be an Active Participant for as long as he or she thereafter was not a Contracted Officer, unless and until he or she returns to an Eligible Contracted Officer position within five (5) years from losing that status.

(e) Subject to approval by the Plan Administrator, a Participant may be granted additional years of Vesting Service for purposes of determining benefits under the Plan. Additional service granted under provisions of an individual agreement between the Company or any Affiliate and a Participant or under any severance plan or policy of the Company covering the Participant shall also be included in determining Vesting Service, but only in accordance with the specific terms of such provisions.

SECTION 3  
PARTICIPATION

3.1 Commencement of SERP Participation. Each Eligible Contracted Officer shall commence participation in the SERP as an Active Participant as of the later of March 12, 2004 or the effective date that the Contracted Officer first becomes an Eligible Contracted Officer. An Active Participant who ceases to qualify as an Active Participant shall recommence participation in the Plan as an Active Participant if the individual again satisfies the criteria for being an Active Participant. Recommencement of participation as an Active Participant shall be prospective only unless prior non-contiguous Creditable Service and corresponding Compensation is to be recognized either in accordance with Section 3.5 or at the discretion of the Plan Administrator pursuant to, respectively, Sections 2.8(b) and (c) and 2.10),

3.2 Commencement of LIP Participation. An Active Participant is eligible for LIP benefits if he or she timely applies for and is issued a policy on his or her life of a type and by an insurer designated by the Plan Administrator effective as of the date of coverage indicated by such policy. Notwithstanding the foregoing, an Active Participant shall not be eligible for LIP benefits if he or she first commences, or an Inactive Participant recommences, participation in the Plan pursuant to Section 3.1 on or after July 1, 2014.

3.3 Termination of SERP Participation and Forfeiture of SERP Retirement Benefits. When a Participant ceases to be an Active Participant, he or she shall cease to be a Participant unless the Participant remains an Inactive Participant or becomes a Retired Participant. An Inactive Participant (a) who did not have a Nonforfeitable right to his or her SERP retirement benefits before ceasing to be an Active Participant, (b) who ceases to be a Contracted Officer and (c) does not return to an Eligible Contracted Officer position within five (5) years from losing that status shall forfeit any SERP retirement benefit previously earned but not then vested. A Retired Participant shall remain a Participant until his or her date of death, unless his or her Nonforfeitable benefits are forfeited pursuant to Section 6.3 or 8.5.

3.4 Termination of LIP Participation.

(a) Except as further provided in Section 3.4(b), an Active Participant who is otherwise eligible for LIP benefits shall remain a Participant under the LIP portion of the Plan through the policy anniversary date immediately following his or her Separation from Service, unless:

(1) his or her otherwise Nonforfeitable benefits are forfeited pursuant to Section 8.5;

(2) the policy issued to the Participant, as contemplated by Section 3.2, is surrendered, modified or exchanged by the Participant or the Participant causes a diminution in the policy's cash surrender value by withdrawing from, or borrowing against, the policy; or

(3) the Participant refuses or neglects to cooperate with the Plan Sponsor in its efforts to confirm whether any circumstances described in Section 3.4(a)(2) exist.

(b) When an otherwise eligible Active Participant ceases to be an Active Participant but continues in the service of the Company or an Affiliate, he or she shall cease to be a Participant under the LIP portion of the Plan as of the policy anniversary date immediately following his or her change in status and shall have no rights to LIP benefits thereafter even if the Participant recommences participation as an Active Participant.

As a condition to participation, or continued participation, in the Plan, a Participant who is otherwise eligible for LIP benefits shall be required to reimburse the Plan Sponsor for the reimbursable portion of any premium paid on the policy issued to the Participant in connection with his or her participation in the Plan if the Participant experiences a Separation from Service within one (1) year of his or her original date of hire with the Company or any Affiliate.

### 3.5 Inactive Participant.

(a) For purposes of Sections 4.2(a)(1) and 4.2(b)(1), no increase in SERP retirement benefits shall be attributed to Compensation paid or for services rendered during the period of time that a Participant is classified as an Inactive Participant. In addition, any Compensation paid or services rendered during any prior period of time when an Inactive Participant was an Active Participant shall be disregarded, except as provided below:

(1) Eligible Contracted Officer to Ineligible Contracted Officer. An Active Participant who ceases to be an Eligible Contracted Officer but who continues to be a Contracted Officer shall receive credit for Compensation earned and Creditable Service performed for his or her prior period of time as an Eligible Contracted Officer for purposes of Sections 4.2(a)(1) and 4.2(b)(1).

(2) Eligible Contracted Officer to Not a Contracted Officer. An Active Participant who ceases to be a Contracted Officer before re-qualifying as an Active Participant shall receive credit for Compensation earned and Creditable Service performed for his or her prior period of time as an Eligible Contracted Officer for purposes of Sections 4.2(a)(1) and 4.2(b)(1), provided he or she returns to an Eligible Contracted Officer position within five (5) years from losing that status.

(b) Special Crediting by Plan Administrator. Compensation and Creditable Service shall be recognized to the extent expressly awarded to an Inactive Participant by the Plan Administrator pursuant to Sections 2.8(c) and 2.10(d).

(c) Section 9.3/9.5 Events. Notwithstanding the other limiting provisions of this Section 3.5, a Participant who has his or her Active Participant status terminated solely by reason of Section 2.23(a)(4) shall be subject to the general provisions of the Plan, as expressly modified by Section 9.3 or 9.5, as applicable.

3.6 Ineligibility. Notwithstanding any other provision of the Plan, the Plan Administrator may exclude any Contracted Officer from participation in the SERP and/or the LIP, with or without the consent of the Contracted Officer, and no such exclusion shall require the provision of substitute consideration to the Contracted Officer(s) so excluded.

#### SECTION 4 SERP BENEFITS

##### 4.1 Nonforfeitable Right to SERP Benefits.

(a) An Active Participant or Inactive Participant who attains Normal Retirement Age and who is then a Contracted Officer shall have a Nonforfeitable right to benefits under this Section 4, subject to the provisions of Sections 6.3 and 8.5, and may retire and receive payment of a Normal Retirement Allowance under the SERP. Payment of the Normal Retirement Allowance shall be made in accordance with Section 4.1(e).

(b) An Active Participant or Inactive Participant who has attained age 55 (or any earlier age as may be authorized in writing by the Plan Administrator in its sole discretion on a case-by-case basis) and whose combination of age (including completed whole calendar months of age) and years of Vesting Service equal or exceed 70 and who is then a Contracted Officer shall have a Nonforfeitable right to benefits under this Section 4, subject to the provisions of Sections 6.3 and 8.5, and may retire prior to Normal Retirement Age and receive payment of an Early Retirement Allowance under the SERP. Payment of the Early Retirement Allowance shall be made in accordance with Section 4.1(e).

(c) Subject to this Section 4.1(c), an Active Participant or an Inactive Participant who is then a Contracted Officer and who has become subject to a Disability prior to earning a Nonforfeitable right to benefits under either Section 4.1(a) or (b) above shall have a Nonforfeitable right to benefits under this Section 4, subject to the provisions of Sections 6.3 and 8.5, and may retire prior to Normal Retirement Age and receive payment of a Disability Retirement Allowance under the SERP. Payment of the Disability Retirement Allowance shall be made in accordance with Section 4.1(e). Notwithstanding the foregoing, an Active Participant who first commences, or an Inactive Participant who recommences, participation in the Plan pursuant to Section 3.1 on or after July 1, 2014, shall not be eligible for a Disability Retirement Allowance.

(d) A Participant who does not become entitled to payments pursuant to Section 4.1(a), (b) or (c) shall not be entitled to any SERP retirement benefits under the Plan.

(e) Payment of the Normal Retirement Allowance, Early Retirement Allowance or Disability Retirement Allowance, as applicable, to a Participant who is otherwise entitled to such an allowance shall commence within the first ninety (90) days of the calendar year immediately following the calendar year in which the Participant actually experiences a Separation from Service and successive payments shall be made during the same ninety (90)-day period in each subsequent calendar year for as long as the annuity form of payment in effect under Section 5 requires.

#### 4.2 Amount of Normal Retirement Allowance .

(a) The annual Normal Retirement Allowance under the SERP for a Participant who has a Nonforfeitable right to such an allowance pursuant to Section 4.1 and who was an Eligible Contracted Officer before January 1, 2002 shall be equal to the greater of (1) or (2) below plus (3):

(1) (i) 2% of the Participant's Final Average Compensation multiplied by the most recent five years of the Participant's Creditable Service (or if the Participant has less than five years of Creditable Service, 2% of the Participant's Final Average Compensation multiplied by the Participant's total Creditable Service); plus

(ii) if the Participant has more than five years of Creditable Service, 1% of the Participant's Final Average Compensation multiplied by the Participant's years of Creditable Service in excess of five.

(2) If the Participant has at least twenty (20) years of Vesting Service, an amount equal to the annual premium due and payable by the Plan Sponsor under the life insurance policy described under Section 6.1; otherwise \$0.

(3) If the Participant has at least twenty (20) years of Vesting Service, forty-one percent (41%) of the amount determined under Section 4.2(a)(2) above; otherwise, \$0.

Notwithstanding the foregoing, the Normal Retirement Allowance of a Participant whose SERP retirement benefit is calculated pursuant to this Section 4.2(a) and (A) who first commences participation in the Plan on or after July 1, 2014; or (B) who, as an Inactive Participant, recommences participation in the Plan on or after July 1, 2014, shall be determined solely by the computation under Section 4.2(a)(1).

(b) The annual Normal Retirement Allowance under the SERP for a Participant who has a Nonforfeitable right to such an allowance pursuant to Section 4.1 and who first became an Eligible Contracted Officer on or after January 1, 2002 shall be equal to the greater of (1) or (2) below plus (3):

(1) 1% of the Participant's Final Average Compensation multiplied by the Participant's years of Creditable Service.

(2) If the Participant has at least twenty (20) years of Vesting Service, an amount equal to the annual premium due and payable by the Plan Sponsor under the life insurance policy described under Section 6.1; otherwise \$0.

(3) If the Participant has at least twenty (20) years of Vesting Service, forty-one percent (41%) of the amount determined under Section 4.2(b)(2) above; otherwise, \$0.

Notwithstanding the foregoing, the Normal Retirement Allowance of a Participant whose SERP retirement benefit is calculated pursuant to this Section 4.2(b) and (A) who first commences participation in the Plan on or after July 1, 2014; or (B) who, as an Inactive Participant, recommences participation in the Plan on or after July 1, 2014, shall be determined solely by the computation under Section 4.2(b)(1).

(c) The Normal Retirement Allowance shall be determined annually as of each December 31st provided a Participant remains an Active Participant on such date or as otherwise permitted pursuant to Section 4.

(d) Notwithstanding the foregoing, a subsequent decrease in the amount of the Normal Retirement Allowance attributable to a change in the Participant's Final Average Compensation following any prior determination of the Participant's Normal Retirement Allowance will not, by itself, cause a decrease in the amount of the Participant's Normal Retirement Allowance. In such a case, the previously determined Normal Retirement Allowance amount will remain in effect, as previously determined, unless and until a subsequent annual determination of the Normal Retirement Allowance produces a greater amount.

(e) Notwithstanding the provisions of Sections 4.2(a)(2) and 4.2(b)(2), with respect to any Participant who was an Active Participant as of December 31, 2012, the Plan Administrator may exercise its discretion to adjust the amount determined pursuant to either such provision to reflect the historical methodology used previously by the Plan Administrator to determine the amount under Section 4.2(a)(2) or 4.2(b)(2), as applicable.

4.3 Amount of Early Retirement Allowance. The annual Early Retirement Allowance under the SERP for Participants who have a Nonforfeitable right to such an allowance pursuant to Section 4.1(b) shall be equal to the Normal Retirement Allowance determined in accordance with Subsection 4.2 except that the portion of the formula described in Section 4.2(a)(1) or 4.2(b)(1), as applicable, shall be based on the Participant's Final Average Compensation and Creditable Service at the date of retirement and reduced so that it is the Actuarial Equivalent of the allowance that would be payable had the Participant retired at Normal Retirement Age.

4.4 Amount of Disability Retirement Allowance. The annual Disability Retirement Allowance under the SERP for Participants who have a Nonforfeitable right to such an allowance pursuant to Section 4.1(c) shall be equal to the sum of the amount described in Sections 4.2(a)(2) and 4.2(a)(3) or Sections 4.2(b)(2) and 4.2(b)(3), as applicable, without regard to whether the Participant

has twenty (20) years of Vesting Service. Notwithstanding the foregoing, an Active Participant who first commences, or an Inactive Participant who recommences, participation in the Plan pursuant to Section 3.1 on or after July 1, 2014, shall not be eligible for a Disability Retirement Allowance.

4.5 FICA Payments. If and when a Participant's SERP retirement benefits first become Nonforfeitable pursuant to Section 4.1, the Participant shall be paid a cash amount, determined by the Plan Administrator, equal to the sum of (a) the additional taxes under Section 3101 of the Code arising as a result of the vesting event, plus (b) the additional amount that would be necessary to provide the amount determined under the foregoing Clause (a) net of all income and payroll taxes, including the income and payroll taxes payable with respect to the additional amount determined pursuant to this Clause (b). In its sole discretion, the Plan Administrator may apply all or any portion of the cash payment provided for under this Section 4.5 to the Participant's tax withholding obligations. Any cash payment that becomes due pursuant to this Section 4.5 shall be made by March 15<sup>th</sup> of the calendar year following the calendar year the SERP retirement benefits first become Nonforfeitable.

4.6 Restoration of Retired Participants to Service. Anything contained in this Plan to the contrary notwithstanding, if a Participant who has received or is receiving a Normal, Early or Disability Retirement Allowance again becomes an employee of the Company or any Affiliate, any retirement allowance payable under this Plan shall continue. On subsequent retirement, the retirement allowance payable to such Participant shall be based on Compensation and Creditable Service before and after the period of prior retirement, subject to the general terms and conditions set forth in the Plan.

4.7 Suspension of Certain Benefits. Notwithstanding any other provision of the Plan to the contrary, any payment of benefits due to, or on behalf of, a Participant who is a Specified Employee during the six-month period immediately following his or her Separation from Service shall be suspended and such suspended amounts shall be paid within fifteen (15) business days after the expiration of such six-month period.

## SECTION 5 FORMS OF SERP PAYMENT

The normal form of SERP retirement benefits calculated under Sections 4.2, 4.3, and 4.4 shall be a single life annuity providing for an annual pension payment during the Retired Participant's lifetime only. If a Retired Participant has a Spouse at the time payment of his or her SERP retirement benefits are to commence, the Participant may elect payment in the form of a joint and fifty percent (50%) survivor annuity providing for an annual pension payment during the Retired Participant's lifetime and an annual pension payment to the Spouse for the lifetime of the Spouse equal to fifty percent (50%) of the annual pension that was paid to the Retired Participant. If a Retired Participant does not have a Spouse at the time payment of his or her SERP retirement benefits are to commence, the form of payment shall be a single life annuity providing for an annual pension payment during the Retired Participant's lifetime only. A Retired Participant who has a Spouse may elect payment in the form of a single life annuity. Election of the form of payment opportunity available to a Participant with a Spouse shall be made in such manner as prescribed by the Plan Administrator.

The SERP portion of the Plan pays no pre-retirement benefits and no death benefits. No person other than a Retired Participant, and, if applicable, a surviving Spouse is eligible to receive SERP retirement benefits earned by that Participant. A person who may become the Spouse of a Participant after the date SERP retirement benefits have commenced is not eligible for any SERP retirement benefits.

The value of each alternative form of payment shall have the same Actuarial Equivalent value as the value of a Participant's SERP retirement benefits determined in accordance with Section 4.

## SECTION 6

### LIFE INSURANCE PREMIUM PAYMENTS

6.1 Amount of LIP Benefit. The LIP benefit is an annual amount payable during the period that the Participant is an eligible Active Participant pursuant to Section 3.2 and is equal to the sum of (a) the amount of the annual premium due under the policy described in Section 3.2, reduced by the portion of such annual premium payable by the Participant as and to the extent determined by the Plan Administrator, plus (b) the amount determined under Clause (a) multiplied by the tax withholding rate for supplemental wages applicable to the Participant. The face amount of the death benefit under the policy shall depend upon the type of policy designated by the Plan Administrator pursuant to Section 3.2 for the Participant. The Plan Administrator may adjust the death benefit face amount from time to time in its discretion.

6.2 Payment of LIP Benefit. The amount of the LIP benefit shall be paid in cash or cash equivalents to the otherwise eligible Active Participant; provided, however, that the Plan Administrator, in its sole discretion, may pay a portion of the LIP benefit directly to the insurer that issued the policy described in Section 3.2. A Participant's status as an Active Participant must remain continuously in effect from the date of his or her initial commencement of participation in the Plan through the applicable policy anniversary date in order to qualify for that annual LIP benefit; provided, however, that the Plan Administrator, in its sole discretion, may elect to pay an additional annual LIP benefit on behalf of a Participant who has a Nonforfeitable right to SERP benefits as of his or her Separation from Service if such Separation from Service occurs prior to the applicable policy anniversary date for that year. The LIP benefit will be paid within ninety (90) days following the applicable policy anniversary date.

6.3 Forfeiture of SERP Retirement Benefits. Notwithstanding any other provision of this Plan to the contrary, if an Active Participant otherwise eligible for LIP benefits under Section 3.2 forfeits the right to the continuation of LIP benefits pursuant to either Section 3.4(a)(2) or (3), the Participant shall also forfeit that portion of his or her SERP retirement benefits that would otherwise be payable pursuant to Sections 4.2(a)(2) and (3) or Sections 4.2(b)(2) and (3), as and to the extent applicable, whether in the form of a Normal, Early or Disability Retirement Allowance.



SECTION 7  
ADMINISTRATION OF THE PLAN

7.1 Rulemaking Authority. Except as otherwise specifically provided in the Plan, the Plan Administrator shall be the administrator of the Plan. The Plan Administrator shall have full authority to adopt procedural rules and to employ and rely on such legal counsel, actuaries, accountants and agents as it may deem advisable to assist in the administration of the Plan.

7.2 Discretionary Authority. The Plan Administrator shall from time to time establish rules, not contrary to the provisions of the Plan for the administration of the Plan and the transaction of its business. All elections and designations under the Plan by a Participant shall be made on forms prescribed by the Plan Administrator. The Plan Administrator shall have discretionary authority to construe the terms of the Plan and shall determine all questions arising in the administration, interpretation and application of the Plan, including, but not limited to, those concerning eligibility for benefits and it shall not act so as to discriminate in favor of any person. All determinations of the Plan Administrator shall be conclusive and binding on all Contracted Officers, Participants and other persons, subject to the provisions of the Plan and subject to applicable law.

7.3 Records and Reports. The Plan Administrator shall furnish Participants with all disclosures now or hereafter required by ERISA or the Code. The Plan Administrator shall file, as required, the various reports and disclosures concerning the Plan and its operations as required by ERISA and by the Code, and shall be solely responsible for establishing and maintaining all records of the Plan.

7.4 Non-Exclusive Description. The statement of specific duties for a Plan Administrator in this Section is not in derogation of any other duties which a Plan Administrator has under the provisions of the Plan or under applicable law.

SECTION 8  
CERTAIN RIGHTS AND LIMITATIONS

8.1 No Right to Employment. The establishment of the Plan shall not be construed as conferring any legal rights upon any employee or other person for a continuation of employment, nor shall it interfere with the rights of the Company or an Affiliate to discharge any employee and to treat such employee without regard to the effect which such treatment might have upon such employee as a Participant of the Plan.

8.2 Payments on Behalf of the Impaired. If the Plan Administrator shall find that a Participant is unable to care for his affairs because of illness, accident or is a minor, the Plan Administrator may direct that any benefit payment due such Participant, unless claim shall have been made therefor by a duly appointed legal representative, be paid to the spouse, a child, parent or other blood relative, or to a person with whom the Participant or other person resides. Any such payment so made shall be a complete discharge of the liabilities of the Plan with respect to such Participant.

8.3 Claim for Benefits. Each Participant, before any benefit shall be payable to or on behalf of such Participant, shall file with a member of the Plan Administrator at least thirty (30) days prior to the time of retirement, such information, if any, as shall be required to establish such person's rights and benefits under the Plan.

8.4 Non-Alienation. No benefit under the Plan shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, garnishment, attachment, encumbrance or charge, and any attempt so to do shall be void; nor shall any such benefit be in any manner liable for or subject to the debts, contract liabilities, engagements or torts of the person entitled to such benefit.

8.5 Forfeiture of Benefits Due to Misconduct. The obligation of a Plan Sponsor to make or continue payment of any benefits hereunder shall cease with respect to any Participant who is in breach of any material term of his or her employment contract; provided, however, if no such employment contract is then in existence or, if applicable, was in existence immediately prior to the Participant's retirement, then the obligation of a Plan Sponsor to make or continue payment of any benefits hereunder shall cease with respect to any Participant who (a) at any time is convicted of a crime involving dishonesty or fraud relating to the Company or its Affiliates (b) at the time, without the Company's written consent knowingly uses or discloses any confidential or proprietary information relating to the Company or its Affiliates or (c) within one year following Separation from Service, without the Company's written consent, accepts employment with, or provides consulting services to, a principal competitor of the Company or its Affiliates.

8.6 Participant Status as General Creditor. All benefits payable under the Plan to a Participant shall be payable from the general assets of the Plan Sponsor who last employed the Participant. The Plan shall not be funded by the Company or any Affiliate. However, solely for its own convenience and the convenience of other Plan Sponsors, the Company reserves the right to provide for payment of benefits hereunder through a trust which may be irrevocable but the assets of which shall be subject to the claims of each Plan Sponsor's general creditors in the event of the Plan Sponsor's bankruptcy or insolvency, as defined in any such trust. In no event shall any Plan Sponsor be required to segregate any amount credited to any account, which shall be established merely as an accounting convenience; no Participant shall have any rights whatsoever in any specific assets of any Plan Sponsor or any trust established pursuant to this Section 8.6; no rights of any Participant hereunder shall be subject to participation, alienation, sale, transfer, assignment, pledge, garnishment, attachment or encumbrance nor to the debts, contracts, liabilities, engagements or torts of any Participant.

8.7 Withholding Obligations. When payments commence under the Plan, the Plan Sponsor shall have the right to deduct from each payment made under the Plan any required withholding taxes. The Plan Sponsor may deduct from a Participant's Compensation any required withholding taxes attributable to the Participant's participation in the Plan prior to the date payments commence.

8.8 Accelerated Payment of SERP Retirement Benefits. Notwithstanding any other provision of the Plan to the contrary, the Company shall cause each Plan Sponsor to make payments hereunder before such payments are otherwise due if it determines that the provisions of the Plan fail to meet the requirements of Code Section 409A and the rules and regulations promulgated thereunder; provided, however, that such payment(s) may not exceed the amount required to be included in income as a result of such failure to comply the requirements of Code Section 409A and the rules and regulations promulgated thereunder.

8.9 Establishment of Grantor Trust. Notwithstanding any other provision of the Plan to the contrary, no later than the effective date of a Change of Control under Section 2.5(b), (c), (d) or (f) and no later than thirty (30) days following the effective date of a Change of Control under Section 2.5(a) or (e), the Plan Sponsors collectively shall establish a trust as to which each Plan Sponsor is a "grantor", within the meaning of Subpart E, Part I, Subchapter J, Chapter 1, Subtitle A of the Code. The trust so established shall contain the features set forth on Appendix A attached hereto. No action by the Board of Directors to amend the provisions of this Section 8.9 and Appendix A shall be given effect if such action is taken within sixty (60) days prior to, or at any time after, the effective date of a Change of Control.

## SECTION 9 AMENDMENT AND TERMINATION OF THE PLAN

9.1 Right to Amend. Subject to the limitation described in Section 8.9, the Board of Directors may amend the Plan at any time and from time to time, and retroactively if deemed necessary or appropriate, to amend or modify in whole or in part, any or all of the provisions of the Plan pursuant to its normal procedures; provided that no such modification or amendment shall adversely affect the SERP retirement benefits of Participants which had accrued and become Nonforfeitable under this Plan prior to the date such amendment or modification is adopted or becomes effective, whichever is later. The Board of Directors reserves the right to amend the Plan in any respect solely to comply with the provisions of Code Section 409A so as not to trigger any unintended tax consequences prior to the distribution of benefits provided herein. For purposes of this Section 9, "accrued" benefits refers to the benefits to which a Participant would be entitled, based on his Creditable Service and Compensation as of the date the determination is made.

9.2 Right to Terminate. The Board of Directors may terminate the Plan for any reason at any time provided that such termination shall not adversely affect the SERP retirement benefits of Participants which had accrued and become Nonforfeitable under the Plan prior to the date termination is adopted or made effective, whichever is later and no such termination of the Plan shall effect the termination of any grantor trust established pursuant to Section 8.9.

### 9.3 Effect of Plan Termination on SERP Benefits.

(a) In the event the Plan is terminated, each Participant who has met the age and service requirements to be entitled to a benefit under the SERP shall have a Nonforfeitable right to a Normal Retirement Allowance described in Section 4.2(a) or (b), as applicable, which such Participant had accrued through the date of the termination of the Plan. Except as provided in Subsection (b), SERP retirement benefits will be paid in accordance with Section 4.2 or 4.3, as applicable.

(b) Notwithstanding the provisions of Section 9.3(a), the Company may cause each Plan Sponsor to pay a lump sum Actuarial Equivalent value of any SERP retirement benefits due to Participants if the Company determines that such payment of SERP retirement benefits will not constitute an impermissible acceleration of payments under one of the exceptions provided in Treasury Regulations Section 1.409A-3(j)(4)(ix), or any successor guidance. In such an event, payment shall be made at the earliest date permitted under such guidance.

9.4 Effect of Plan Amendment on SERP Benefits. In the event the Plan is amended or modified in whole or in part to reduce future accruals of SERP retirement benefits, the Participants affected by any such amendment or modification who have met the age and service requirements to be entitled to a SERP retirement benefit shall be treated with respect to the SERP retirement benefits that accrued through the date of such amendment or modification and were affected by such amendment or modification as if the Plan were terminated as of such date and their rights and entitlement to these benefits shall be determined under Section 9.3; provided, however, that such Participants shall be entitled to continue to accrue SERP retirement benefits after the date of such amendment or modification under such modified or amended terms of the Plan.

### 9.5 Effect of a Change of Control.

(a) SERP Benefits. Notwithstanding Section 4.1(d) to the contrary, in the event of a Change of Control, any person who is an Active Participant in the SERP at the time of the Change of Control who subsequently experiences a Separation from Service, other than a voluntary termination of employment as defined in Plan Section 9.6 below, or who is adversely affected by a termination of the Plan shall be deemed to have earned a minimum SERP retirement benefit equal to (1) the Normal Retirement Allowance determined under Section 4.2(a) or (b), as applicable, based upon the Participant's Final Average Compensation and Creditable Service at the date of the Change of Control; (2) without regard to whether he or she has met the age and service requirements otherwise required to be entitled to a SERP retirement benefit; and (3) adjusted to an Actuarial Equivalent amount in accordance with the immediately succeeding sentence. Payment of a SERP retirement benefit under this Section 9.5 shall commence within the first ninety (90) days of the calendar year immediately following the calendar year in which the Participant actually experiences a Separation from Service following the Change of Control and successive payments shall be made during the same ninety (90)-day period in each subsequent calendar year during the Participant's lifetime. Each payment shall be reduced so that it is the Actuarial Equivalent of the allowance that would be payable had the Participant retired at Normal Retirement Age. In lieu of the SERP retirement benefit under this Section 9.5, a Participant shall be entitled to any alternative, greater benefit under Section 4.2,

4.3 or 4.4 (or successor provisions) as may be determined under the terms of the Plan as may be in effect from time to time following the Change of Control.

(b) LIP Benefits. Notwithstanding Section 3.4 to the contrary, each Active Participant who is otherwise eligible for a LIP benefit under Section 3.2 immediately prior to the effective date of a Change of Control shall continue to receive the LIP benefit contemplated by Section 6 until the earlier of the Participant's attainment of age 62 or Separation from Service, regardless of any subsequent termination of the Plan.

9.6 Voluntary Termination of Employment. For purposes of Plan Section 9.5, a voluntary termination of employment shall mean any Separation from Service initiated by the Participant except a Separation from Service initiated after:

- (a) any substantial adverse change in position, duties, title or responsibilities;
- (b) any material reduction in base salary or, unless replaced by equivalent arrangements, any material reduction in annual bonus or other cash incentive opportunity or pension or welfare benefit plan coverages;
- (c) any relocation required by the Plan Sponsor to an office or location more than 25 miles from the Participant's current regular office or location; or
- (d) any failure of the Plan Sponsor to obtain the agreement of a successor entity to assume the obligations set forth hereunder, provided that the successor has had actual notice of the existence of this arrangement and an opportunity to assume the Plan Sponsor's responsibilities hereunder during a period of at least 10 business days after receipt of such notice; provided that, in order for a particular event to be treated as an exception to a "voluntary termination," a Participant must assert such exception within 180 days after actual knowledge of the events giving rise thereto by giving the Plan Sponsor written notice thereof and an opportunity to cure. Notwithstanding the foregoing, in the event that any employment agreement between the Participant and a Plan Sponsor in effect at the time of such termination provides a definition of "constructive termination" or termination for "good reason" or similar terminology, such definition shall govern over the event described in this Section 9.6 to the extent that it provides additional exceptions to the events which are considered a voluntary termination.

SECTION 10  
CLAIMS REVIEW PROCEDURE

10.1 Notice of Denial. If a Participant is denied a claim for benefits under the Plan, the Plan Administrator shall provide to the claimant written notice of the denial within ninety (90) days (forty-five (45) days with respect to a denial of any claim for benefits due to the Participant's Disability) after the Plan Administrator receives the claim, unless special circumstances require an extension of time for processing the claim. If such an extension of time is required, written notice of the extension shall be furnished to the claimant prior to the termination of the initial 90-day period. In no event shall the extension exceed a period of ninety (90) days (thirty (30) days with respect to a claim for benefits due to the Participant's Disability) from the end of such initial period. With respect to a claim for benefits due to the Participant's Disability, an additional extension of up to thirty (30) days beyond the initial 30-day extension period may be required for processing the claim. In such event, written notice of the extension shall be furnished to the claimant within the initial 30-day extension period. Any extension notice shall indicate the special circumstances requiring the extension of time, the date by which the Plan Administrator expects to render the final decision, the standards on which entitlement to benefits are based, the unresolved issues that prevent a decision on the claim and the additional information needed to resolve those issues.

10.2 Contents of Notice of Denial. If a Participant is denied a claim for benefits under a Plan, the Plan Administrator shall provide to such claimant written notice of the denial which shall set forth:

- (a) the specific reasons for the denial;
- (b) specific references to the pertinent provisions of the Plan on which the denial is based;
- (c) a description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary;
- (d) an explanation of the Plan's claim review procedures, and the time limits applicable to such procedures, including a statement of the claimant's right to bring a civil action under Sections 502(a) of ERISA following an adverse benefit determination on review;
- (e) in the case of a claim for benefits due to a Participant's Disability, if an internal rule, guideline, protocol or other similar criterion is relied upon in making the adverse determination, either the specific rule, guideline, protocol or other similar criterion; or a statement that such rule, guideline, protocol or other similar criterion was relied upon in making the decision and that a copy of such rule, guideline, protocol or other similar criterion will be provided free of charge upon request; and
- (f) in the case of a claim for benefits due to a Participant's Disability, if a denial of the claim is based on a medical necessity or experimental treatment or similar exclusion or limit, an explanation of the scientific or clinical judgment for the denial, an explanation applying the terms of the Plan to the claimant's medical circumstances or a statement that such explanation will be provided free of charge upon request.

10.3 Right to Review. After receiving written notice of the denial of a claim, a claimant or his representative shall be entitled to:

- (a) request a full and fair review of the denial of the claim by written application to the Plan Administrator (or Appeals Fiduciary in the case of a claim for benefits payable due to a Participant's Disability);
- (b) request, free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claim;
- (c) submit written comments, documents, records, and other information relating to the denied claim to the Plan Administrator or Appeals Fiduciary, as applicable; and
- (d) a review that takes into account all comments, documents, records, and other information submitted by the claimant relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination.

10.4 Application for Review.

(a) If a claimant wishes a review of the decision denying his claim to benefits under the Plan, other than a claim described in Subsection (b) of this Section 10.4, he must submit the written application to the Plan Administrator within sixty (60) days after receiving written notice of the denial.

(b) If the claimant wishes a review of the decision denying his claim to benefits under the Plan due to a Participant's Disability, he must submit the written application to the Appeals Fiduciary within one hundred eighty (180) days after receiving written notice of the denial. With respect to any such claim, in deciding an appeal of any denial based in whole or in part on a medical judgment (including determinations with regard to whether a particular treatment, drug, or other item is experimental, investigational, or not medically necessary or appropriate), the Appeals Fiduciary shall

- (1) consult with a health care professional who has appropriate training and experience in the field of medicine involved in the medical judgment; and
- (2) identify the medical and vocational experts whose advice was obtained on behalf of the Plan in connection with the denial without regard to whether the advice was relied upon in making the determination to deny the claim.

Notwithstanding the foregoing, the health care professional consulted pursuant to this Subsection (b) shall be an individual who was not consulted with respect to the initial denial of the claim that is the subject of the appeal or a subordinate of such individual.

10.5 Hearing. Upon receiving such written application for review, the Plan Administrator or Appeals Fiduciary, as applicable, may schedule a hearing for purposes of reviewing the claimant's claim, which hearing shall take place not more than thirty (30) days from the date on which the Plan Administrator or Appeals Fiduciary received such written application for review.

10.6 Notice of Hearing. At least ten (10) days prior to the scheduled hearing, the claimant and his representative designated in writing by him, if any, shall receive written notice of the date, time, and place of such scheduled hearing. The claimant or his representative, if any, may request that the hearing be rescheduled, for his convenience, on another reasonable date or at another reasonable time or place.

10.7 Counsel. All claimants requesting a review of the decision denying their claim for benefits may employ counsel for purposes of the hearing.

10.8 Decision on Review. No later than sixty (60) days (forty-five (45) days with respect to a claim for benefits due to the Participant's Disability) following the receipt of the written application for review, the Plan Administrator or the Appeals Fiduciary, as applicable, shall submit its decision on the review in writing to the claimant involved and to his representative, if any, unless the Plan Administrator or Appeals Fiduciary determines that special circumstances (such as the need to hold a hearing) require an extension of time, to a day no later than one hundred twenty (120) days (ninety (90) days with respect to a claim for benefits due to the Participant's Disability) after the date of receipt of the written application for review. If the Plan Administrator or Appeals Fiduciary determines that the extension of time is required, the Plan Administrator or Appeals Fiduciary shall furnish to the claimant written notice of the extension before the expiration of the initial sixty (60) day (forty-five (45) days with respect to a claim for benefits due to the Participant's Disability) period. The extension notice shall indicate the special circumstances requiring an extension of time and the date by which the Plan Administrator or Appeals Fiduciary expects to render its decision on review. In the case of a decision adverse to the claimant, the Plan Administrator or Appeals Fiduciary shall provide to the claimant written notice of the denial which shall include:

- (a) the specific reasons for the decision;
- (b) specific references to the pertinent provisions of the Plan on which the decision is based;
- (c) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits;
- (d) an explanation of the Plan's claim review procedures, and the time limits applicable to such procedures, including a statement of the claimant's right to bring an action under Section 502(a) of ERISA following the denial of the claim upon review;
- (e) in the case of a claim for benefits due to the Participant's Disability, if an internal rule, guideline, protocol or other similar criterion is relied upon in making the adverse



determination, either the specific rule, guideline, protocol or other similar criterion; or a statement that such rule, guideline, protocol or other similar criterion was relied upon in making the decision and that a copy of such rule, guideline, protocol or other similar criterion will be provided free of charge upon request;

(f) in the case of a claim for benefits due to a Participant's Disability, if a denial of the claim is based on a medical necessity or experimental treatment or similar exclusion or limit, an explanation of the scientific or clinical judgment for the denial, an explanation applying the terms of the Plan to the claimant's medical circumstances or a statement that such explanation will be provided free of charge upon request; and

(g) in the case of a claim for benefits due to a Participant's Disability, a statement regarding the availability of other voluntary alternative dispute resolution options.

10.9 Appeals Fiduciary. For purposes of this Section 10, the term "Appeals Fiduciary" means an individual or group of individuals appointed to review appeals of claims for benefits payable due to a Participant's Disability.

#### SECTION 11 ADOPTION BY AFFILIATES

Any Affiliate may, in the future, adopt this Plan provided that proper action is taken by the Board of Directors of such Affiliate and the participation of such Affiliate is approved by the Board of Directors. The administrative powers and control of the Company, as provided in this Plan, shall not be deemed diminished under this Plan by reason of the participation of any Affiliate and the administrative powers and control granted hereunder to the Plan Administrator shall be binding upon any Affiliate adopting this Plan. Each Affiliate adopting this Plan shall have the obligation to pay the benefits to its employees hereunder and no other Affiliate shall have such obligation and any failure by a particular Affiliate to live up to its obligations under this Plan shall have no effect on any other Affiliate. Any Affiliate may discontinue this Plan at any time by proper action of its board of directors subject to the provisions of Section 9.

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IN WITNESS WHEREOF, the Company has caused this instrument to be executed as of November 18, 2016.

TYSON FOODS, INC.

By: /s/ Mary Oleksiuk

Title: Executive Vice President & Chief Human Resource Officer

## APPENDIX A

Mandatory Features of Grantor Trust

1. The trust shall be immediately funded by the Plan Sponsors, to the extent of their proportionate shares, with cash or cash equivalents in an amount equal to the present value Actuarial Equivalent of unpaid SERP benefits accrued in favor of Participants determined as of the immediately preceding December 31<sup>st</sup>.
2. Within thirty (30) days after each subsequent December 31<sup>st</sup>, the Plan Sponsors shall make additional contributions, to the extent of their proportionate shares, to the trust in an amount equal to the change in the present value Actuarial Equivalent of unpaid SERP benefits accrued in favor of Participants as of that December 31<sup>st</sup> when compared to the immediately preceding December 31<sup>st</sup>.
3. The factors used in determining the Actuarial Equivalent of unpaid SERP benefits for all required funding contributions to the trust shall be the same mortality and/or empirical table(s) and rate(s) of interest as in use by the Plan Administrator six (6) months prior to the effective date of the Change of Control.
4. The Plan Sponsors also shall fund and maintain a separate reserve under the trust from which the trustee shall charge its expenses. The reserve shall be maintained at a level of no less than \$50,000.
5. All portions of the trust shall be irrevocable and trust funds may only be used to provide for the payment of SERP benefits to Participants, to pay the expenses of the trustee and to satisfy the claims of the creditors of a Plan Sponsor in the event of insolvency; provided, however, that in event of an insolvency, only the trust funds attributable to the insolvent Plan Sponsor shall be subject to the claims of the creditors of that Plan Sponsor.
6. The trustee shall have the sole discretionary authority to invest the trust funds and shall do so as if the trustee were subject to the provisions of Part 4, Title 1 of ERISA.
7. The trust shall provide a mechanism for Participants to make a claim for payment of SERP benefits directly to the trustee and the trustee shall be granted the authority to approve payments of SERP benefits to a claiming Participant provided adequate evidence of entitlement to the benefit is demonstrated by the Participant.
8. The initial trustee and any successor trustee appointed to serve as trustee of the trust shall be a bank that is authorized to exercise trust powers and has a capital of at least \$250,000,000.
9. The actual provisions of the trust agreement shall be in such form as negotiated between the Plan Sponsors and the trustee; provided, however, that no such provisions shall contradict or otherwise diminish the substance of the features of the trust described hereinabove.

## Ratio of Earnings to Fixed Charges

(dollars in  
millions)

	Fiscal Years				
	2016	2015	2014	2013	2012
Earnings:					
Income from continuing operations before income taxes and equity method investment earnings	\$ 2,586	\$ 1,908	\$ 1,241	\$ 1,254	\$ 949
Add: Fixed charges	313	358	194	219	264
Add: Amortization of capitalized interest	7	5	5	5	5
Less: Capitalized interest	(7)	(10)	(8)	(8)	(10)
Total adjusted earnings	2,899	2,261	1,432	1,470	1,208
Fixed Charges:					
Interest	241	283	122	116	150
Capitalized interest	7	10	8	8	10
Amortization of debt discount expense	8	10	10	28	39
Rentals at computed interest factor <sup>(1)</sup>	57	55	54	67	65
Total fixed charges	\$ 313	\$ 358	\$ 194	\$ 219	\$ 264
Ratio of Earnings to Fixed Charges	9.26	6.32	7.38	6.71	4.58

<sup>(1)</sup> Amounts represent those portions of rent expense (one-third) that are reasonable approximations of interest costs.

**SUBSIDIARIES**

1385606 Alberta ULC  
 Aidells Sausage Company, Inc.  
 Alberta Farm Industries ULC  
 Artisan Bread Co., LLC  
 Bryan Foods, Inc.  
 C.V. Holdings, Inc.  
 CBFA Management Corp.  
 Central Industries, Inc.  
 Cobb (Shanghai) Enterprise Management Consulting Co., Ltd.  
 Cobb Ana Damizlik Tavukculuk Sanayi Ve Ticaret Limited Sirketi  
 Cobb Asia (Thailand) Limited  
 Cobb Europe B.V.  
 Cobb Europe Limited  
 Cobb-Heritage, LLC  
 Cobb-Vantress Brasil Ltda.  
 Cobb-Vantress New Zealand Limited  
 Cobb-Vantress Philippines, Inc.  
 Cobb-Vantress, Inc.  
 DFG Foods, Inc.  
 DFG Foods, L.L.C.  
 Egbert LLC  
 Flavor Corp.  
 Flavor Holdings, Inc.  
 Foodbrands America, Inc.  
 Foodbrands Supply Chain Services, Inc.  
 Gallo Salame, Inc.  
 Global Employment Services, Inc.  
 Godrej Tyson Foods Limited  
 Golden Island Jerky Company, Inc.  
 Haimen Tyson Poultry Development Co., Ltd.  
 Healthy Frozen Food, Inc.  
 Hillshire Brands (Australia) Pty Ltd.  
 Hubei Tongxing Cobb Breeding Company, Ltd.  
 Hudson Midwest Foods, Inc.  
 Hybro Genetics Brasil Ltda.  
 IBP Caribbean, Inc.  
 IBP Finance Company of Canada  
 IBP Foodservice, L.L.C.  
 IBP Redevelopment Corporation  
 International Affiliates & Investment LLC  
 Jiangsu Tyson Foods Co., Ltd.  
 Madison Foods, Inc.  
 National Comp Care Inc.  
 New Canada Holdings, Inc.  
 Oaklawn Capital Corporation

**PLACE OF INCORPORATION**

Alberta, Canada  
 Delaware  
 Alberta, Canada  
 North Carolina  
 Delaware  
 Philippines  
 Delaware  
 Mississippi  
 China  
 Turkey  
 Thailand  
 The Netherlands  
 England and Wales  
 Delaware  
 Brazil  
 New Zealand  
 Philippines  
 Delaware  
 Delaware  
 Oklahoma  
 Delaware  
 Delaware  
 Delaware  
 Delaware  
 Delaware  
 California  
 Delaware  
 India  
 California  
 China  
 Delaware  
 Australia  
 China  
 Nebraska  
 Brazil  
 Cayman Islands  
 Nova Scotia, Canada  
 Delaware  
 Missouri  
 Delaware  
 China  
 Delaware  
 Delaware  
 Delaware  
 Delaware

Oaklawn Sales Ltd.	British Virgin Islands
PBX, inc.	Delaware
Rizhao Tyson Foods Co., Ltd.	China
Rizhao Tyson Poultry Company, Ltd.	China
Rural Energy Systems, Inc.	Delaware
Sara Lee Diversified, LLC	Delaware
Sara Lee Foods, LLC	Delaware
Sara Lee Household & Body Care Malawi Ltd.	Malawi
Sara Lee International LLC	Delaware
Sara Lee International TM Holdings LLC	Delaware
Sara Lee Mexicana Holdings Investments LLC	Delaware
Sara Lee TM Holdings LLC	Delaware
Sara Lee Trademark Holdings Australasia LLC	Delaware
Sara Lee-Kiwi Holdings, LLC	Delaware
Samar, L.L.C.	Delaware
Shandong Tyson-Da Long Food Company Limited	China
Southern Family Foods, L.L.C.	Delaware
Southwest Products, LLC	Delaware
SRI Holding, LLC	Delaware
Texas Transfer, Inc.	Texas
TFI Real Estate Holdings LLC	Delaware
The Bruss Company	Illinois
The Hillshire Brands Company	Maryland
The IBP Foods Co.	Delaware
The Pork Group, Inc.	Delaware
TyNet Corporation	Delaware
Tyson (Shanghai) Enterprise Management Consulting Co., Ltd.	China
Tyson Americas Holding S�rl	Luxembourg
Tyson Breeders, Inc.	Delaware
Tyson Canada Finance LP	New Brunswick, Canada
Tyson Chicken, Inc.	Delaware
Tyson China Holding 2 Limited	Hong Kong
Tyson China Holding 3 Limited	Hong Kong
Tyson China Holding Limited	Hong Kong
Tyson Delaware Holdings, LLC	Delaware
Tyson Deli, Inc.	Delaware
Tyson Farms, Inc.	North Carolina
Tyson Foods Canada Inc. (Les Aliments Tyson Canada Inc.)	Ontario, Canada
Tyson Foods East China Development Co., Ltd.	China
Tyson Foods, Inc.	Delaware
Tyson Fresh Meats, Inc.	Delaware
Tyson Global Holding S�rl	Luxembourg
Tyson Hog Markets, Inc.	Delaware
Tyson India Holdings, Ltd.	Republic of Mauritius
Tyson International Company, Ltd.	Bermuda
Tyson International Holding Company	Delaware

Tyson International Holdings Sàrl	Luxembourg
Tyson International Service Center, Inc.	Delaware
Tyson International Service Center, Inc. Asia	Delaware
Tyson International Service Center, Inc. Europe	Delaware
Tyson Mexican Original, Inc.	Delaware
Tyson Mexico Trading Company S. de R.L. de CV	Mexico
Tyson of Wisconsin, LLC	Delaware
Tyson Pet Products, Inc.	Delaware
Tyson Poultry, Inc.	Delaware
Tyson Prepared Foods, Inc.	Delaware
Tyson Processing Services, Inc.	Delaware
Tyson Refrigerated Processed Meats, Inc.	Delaware
Tyson Sales and Distribution, Inc.	Delaware
Tyson Service Center Corp.	Delaware
Tyson Shared Services, Inc.	Delaware
Tyson Warehousing Services, LLC	Delaware
Van's International Foods	California
Veat, Inc.	Delaware
WBA Analytical Laboratories, Inc.	Delaware
Wilton Foods, Inc.	New York
Zemco Industries, Inc.	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Forms S-8 (Nos. 333-186797, 333-115380, 333-115379 and 333-115378) of Tyson Foods, Inc. of our report dated November 21, 2016 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Fayetteville, AR

November 21, 2016



## CERTIFICATIONS

I, Donnie Smith, certify that:

1. I have reviewed this annual report on Form 10-K of Tyson Foods, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 21, 2016

/s/ Donnie Smith

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Donnie Smith

Chief Executive Officer

## CERTIFICATIONS

I, Dennis Leatherby, certify that:

1. I have reviewed this annual report on Form 10-K of Tyson Foods, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 21, 2016

/s/ Dennis Leatherby

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Dennis Leatherby

Executive Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Annual Report of Tyson Foods, Inc. (the Company) on Form 10-K for the period ended October 1, 2016, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Donnie Smith, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Donnie Smith

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Donnie Smith

Chief Executive Officer

November 21, 2016

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Annual Report of Tyson Foods, Inc. (the Company) on Form 10-K for the period ended October 1, 2016, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Dennis Leatherby, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Dennis Leatherby

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Dennis Leatherby

Executive Vice President and Chief Financial Officer

November 21, 2016